

To,

Date: 04-09-2017

The Deputy General Manager
Department of Corporate Services
BSE Limited
25th Floor,
Phiroze jeejeebhoy Towers,
Dalal Street Mumbai-400001

Security Code No. : 532402

Sub Notice of AGM & 18th Annual Report of the Company

Dear Sir/ Madam

In continuation to our letter dated 12th August 2017 Regarding the outcome of Board Meeting, Please Find enclosed herewith the Soft copy of Notice of AGM and 18th Annual Report of USG Tech solutions Limited for 2016-17. Which will be circulated to those shareholders of the Company whose Name appear in Register of Members/ List of Beneficial owners as on 25th August 2017

Thanking Your,

Your Faithfully,

For USG Tech Solutions Limited

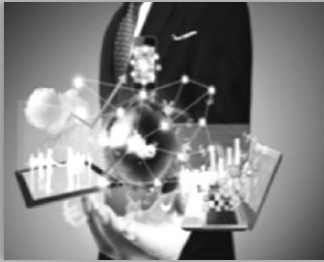
FOR USG TECH SOLUTIONS LIMITED



Company Secretary

Jagpreet Kaur

Company Secretary & Compliance Officer



USG Tech Solutions Limited

2016 - 2017 
18TH ANNUAL REPORT





FUTURISTIC SOLUTIONS

USG TECH SOLUTIONS LIMITED

ANNUAL REPORT 2016-2017

Registered Office :
Level 7 Maximus Towers Building 2A Mindspace Complex,
Hi-Tech City Hyderabad, Telangana- 500081

Corporate office :
11B, Shiv Apartments,
7 Raj Narain Marg, Civil Lines, Delhi-110054

Website: www.usgtechsolutions.com

Email id: secretarial@usgtechsolutions.com

BOARD OF DIRECTORS**Mr. Servesh Gupta**

Managing Director & Chairman

Mr. Satish Kumar Gupta

Director

Mr. Anil Kumar Gupta

Independent Director (Up to 22nd March 2017)

Mr. Deepak Kumar Bansal

Additional Independent Director

Ms. Nirmal Garg

Independent Director

Ms. Geeta

Chief Financial Officer (from 22nd March 2017 to 25th April 2017)

Mr. Manish Kumar

Chief Financial Officer (from 12th August 2017)

Mrs Jagpreet Kaur

Company Secretary

AUDIT COMMITTEE**Mr. Deepak Kumar Bansal**

Chairman

Ms. Nirmal Garg

Member

Mr. Servesh Gupta

Member

STAKEHOLDERS' RELATIONSHIP COMMITTEE**Mr. Deepak Kumar Bansal**

Chairman

Ms. Nirmal Garg

Member

Mr. Servesh Gupta

Member

NOMINATION & REMUNERATION COMMITTEE**Mr. Deepak Kumar Bansal**

Chairman

Ms. Nirmal Garg

Member

Mr. Servesh Gupta

Member

Notice

Directors' Report

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Annexure to Directors' Report

Management Discussion and Analysis Report

Secretarial Audit Report

Corporate Governance Report

Auditors' Report

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Notes forming part of Financial Statements

Attendance Slip

Proxy Form

STATUTORY AUDITORS

M/s. Udit Aggarwal & Associates.

(Chartered Accountants)

Firm Registration. No.: 026161N

201, Agarwal Plaza, D.C. Chowk, Sec-9,

Rohini, Delhi 110085

(2016-2017)

SECRETARIAL AUDITOR

K K Khurana & Associates

(Practicing Company Secretaries)

Office: A-5, First Floor,

Chottey Lal Park, Kirti Nagar,

New Delhi -110015 (2016-2017)

INTERNAL AUDITOR**R.K SAH & CO.**

(Chartered Accountants)

E-32, Gaurav Apartment, Madhu Vihar I.P

Extn. New Delhi-110092.

(2016-2017) (2017-2018)

REGISTRAR & TRANSFER AGENT

M/s Bigshare Services Private Limited

1st Floor, Bharat Tin Works Building, Opp.

Vasant Oasis Apartments (Next To Keys

Hotel), Marol Maroshi Road, Andheri East,

Mumbai 400059

BANKER

HDFC Bank, New Delhi

HDFC Bank, Noida

YES Bank, New Delhi

NOTICE

Notice is hereby given that the 18th Annual General Meeting of USG Tech Solutions Limited will be held on Friday , 29th September, 2017 at 11:00 Hrs. at Oyster Airport Hotel, 5-12/1, Nehru Outer Ring Road, Brindavan Gardens, Kishanguda, Shamshabad, Hyderabad, Telangana -501218, to transact the following business:-

ORDINARY BUSINESS

1. Consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017, the Reports of the Directors and Auditors thereon:
2. Re-appoint Mr. Servesh Gupta (DIN- 01451093) who retires by rotation at this meeting and being eligible, offers himself for re-appointment
3. To appoint statutory auditors in place of Retiring Auditor and fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Surinder Verma Associates, Chartered Accountants (Firm Registration No.006610N), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. Udit Aggarwal & Associates Chartered Accountants (Firm Registration No.026161N), to hold office from the conclusion of this 18th Annual General Meeting (AGM) until the conclusion of the 19th AGM, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

SPECIAL BUSINESS**4. Appointment of Independent Director**

To consider and pass with or without modification(s), the following resolution, as an ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Deepak Kumar Bansal (DIN: 03081849), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22nd March, 2017, in terms of Section 161(1) of the Act and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 5 year.

Directorships held in other Companies Nil

5. Approval of Related Party Transactions

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 (including any amendment or modification thereof) and applicable provisions of the Companies Act, 2013 read with relevant Rules thereto [including any statutory modification(s) or re-enactment thereof, for the time being in force] and subject to such other approvals, sanctions as may be required from other authorities

under any laws or regulations or guidelines and after such alterations and modifications as may be specified by such other authorities while according the approval or sanction, wherever applicable, approval of the members of the Company be and is hereby accorded to the Board of into ongoing related party contract/arrangements/transactions with Retails Information System Pty Ltd a Foreign Wholly Owned subsidiary of the Company, relating to sale, purchase or supply of products, goods or materials or availing or rendering of services and leasing of property of any kind (movable or immovable) up to an amount 15 Crores (fifteen Crore only) for the financial year 2017-18 on such terms and conditions as may be decided by the Board."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, matters, deeds and things as may be necessary, without further referring to the Members of the Company in order to give effect to this resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved ratified and confirmed in all respects.

6. Approval / ratification of the Related Party Transactions of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modifications (s) or re-enactment thereof, for the Time being in force) and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,confirmation/ approval of the members be and is hereby accorded for continuing the existing related party transactions in the nature of Investment for FY 2017-18 entered by the Company in the FY 2016-17 in favor of M/s ZEAL APPARTMENT LLP, Investment to the extent of Rs. 8,85,00,000/- (Eight Crores eighty five lakhs Only)) at an interest rate prescribed in the LLP agreement Dated 24th August 2015 & Supplement agreement Dated 07th May 2016.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do, all such acts, matters, deeds and things, settle any queries/ difficulties/doubts arise from it, and execute such addendum contracts/ arrangements/ transactions, documents and writings and make such changes to the terms and conditions of these contracts/arrangements/transactions as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental there to in the best interest of the Company."

By the order of the Board of Directors
For USG Tech Solutions Limited

SD/-
Mr. Servesh Gupta
11B, Shiv Apartments,
7 Raj Narain Marg,
Civil Lines, Delhi-110054
Date: 12.08.2017

Notes :

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 and 5 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Share Transfer Books of the Company will be closed on Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
4. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents (RTA), big share Services Pvt Ltd to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.
6. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
7. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
8. Members / Proxies should bring the Attendance slip duly filled in for attending the meeting along with their copy of the Annual Report.
9. In accordance with section 20 of the Companies Act, 2013 service of documents on members by a company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of the Annual Report for the year ended March 31, 2017 has been sent to all the members whose email address (es) are registered with the Company/ Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in terms of SEBI Circular No. CIR/CFD/DIL/7/2011 dated 05.10.2011 the hard copies of Annual Report have been sent to all other

members who have not registered their email address (es). Members, who have not yet registered their email address with the Company/RTA/Depository Participant, are requested to do the same at the earliest. Members holding shares in dematerialized form are requested to register their email address with their Depository Participant only. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, free of cost. The Notice of the Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website www.usgtechsolutions.com for download by the members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours.

10. The route map showing directions to reach the venue of the 18th AGM is given on Back Over.
11. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the registered office of the Company.
12. **VOTING THROUGH ELECTRONIC MEANS FOR ANNUAL GENERAL MEETING**

In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

- A. A. The Board of Directors has appointed Simarjeet Singh & Associates, Company Secretaries, Member Ship No.- 40311, COP No. 18054, Registered Office: WZ 27A, Tilak Nagar, New Delhi - 110018, Mob No.: +91 95824 56496, +91-95824 56557 for conducting the e voting process in a fair and transparent manner.
- B. Members are requested to carefully read the instructions for e-voting before casting their vote.
- C. The e-voting facility will be available during the following voting period after which the portal will be blocked and shall be available for e-voting.

Commencement of e-voting	26/09/2017 at 09:00 a.m.
End of e-voting	28/09/2017 at 5:00 p.m.

- D. The cut-off date (i.e. the record date) for the purpose of e-voting is 22.09.2017 In compliance of Section 108 of the Companies Act, 2013

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER

1. The voting period begins on 26/09/2017 at 09:00 a.m. and ends on 28/09/2017 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 22.09.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Log on to the e-voting website www.evotingindia.com
3. Click on Shareholders / Members
4. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.

5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
7. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN Field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Detail OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details OR Date of Birth (DOB)</p> <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>c If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (4).</p>

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the USG TECH SOLUTIONS LIMITED on which you choose to vote.
12. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
17. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
18. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. Note for Non - Individual Shareholders and Custodians
20. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
21. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
22. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
23. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
24. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
25. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

IN CASE OF MEMBERS RECEIVING THE PHYSICAL COPY:

1. Please follow all steps from sl. no. (1) to sl. no. (25) Above to cast vote.
2. The voting period 26/09/2017 at 09:00 a.m. and ends on 28/09/2017 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22.09.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
3. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 and 5 of the accompanying Notice:

Item 4- Section 149 of the Companies Act, 2013, provides that every listed public company shall have at least one third of the total number of directors as independent directors. The independent Director can be appointed for any period up to 5 years but can be reappointed for other term of not more than 5 years by passing a special resolution. Pursuant to Section 160 of the Companies Act, 2013, the company has received notice in writing from Mr. Deepak Kumar Bansal for appointment as independent Director on the Board of the Company, The application received from the aforesaid persons, was accompanied with the relevant documents declaring that, if appointed, they shall be considered independent for the purpose of Section 149, read with Schedule IV of the Companies Act, 2013 and the rules made there under. The Board has undertaken due diligence of aforesaid person to determine their eligibility for appointment as Independent Directors on the Board, bases upon their qualification, expertise, track record integrity etc. recommended their appointment to the shareholders for a period of five years, i.e. up to 21st March, 2022. Further "In the opinion of the Board, the independent directors proposed to be appointed fulfill the conditions specified in the Act and the rules made there under and that the proposed directors are independent of management."

Item No- 5

M/s. Retails Information System Pty Ltd (RIS) is a foreign wholly owned subsidiary of USG Tech Solutions Limited and is a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and 2 (ZB) of SEBI (LODR) Regulations 2015.

In terms of the proviso to Regulation 23 of SEBI (LODR) Regulations 2015, all transactions with related parties, which are material in nature, are subject to the approval of the Members of the Company by way of Special Resolution and the related parties shall abstain from voting on such resolutions.

For this purpose, the term "Material transaction" means any transaction entered either individually or taken together with previous transactions during a financial year, that exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. Moreover, the estimated value of the transactions relating to ongoing sale, purchase, or receipt of products, goods and materials or availing or rendering of services and leasing of property of any kind (movable or immovable) with RIS during the financial year 2017-18 are likely to exceed the threshold prescribed under Regulation 23 of SEBI (LODR) Regulations 2015 and will be considered material and therefore would require the approval of shareholders of the Company by a Special Resolution.

The particulars of the Contracts/Arrangements/Transactions pursuant to sub- rule (3) of Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Name of Related Party: Retails Information System Pty Ltd

Name of Director or Key Management Personnel who is related: Mr. Servesh Gupta is Director of RIS.

Item No- 6

The following statement sets out the material facts relating to the Special Business mentioned in the accompanying Notice:

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that govern the Related Party Transactions, requires that for entering into any contract or arrangement with the related party, the Company shall obtain prior approval of the Board of Directors and prior approval of the shareholders by way of an Special Resolution. The said transaction is not in the ordinary course of business and not at arm's length price or exceeding the prescribed limits. To have more transparency in related parties' transactions the Board is seeking shareholders' approval / ratification for the said transaction.

The Board of Directors at its meeting held on 7th May 2016 approved the Investment to made in ZEAL APPARTMENT LLP the subsidiary of the USG Tech Solutions Limited.

Pursuant to explanation 3 of Rule 15 of Chapter XII the following particulars of the transactions with related party are given below:

Sr. No.	Particulars	
1.	Name of the related party :	ZEAL APPARTMENT LLP
2.	Name of the director or Key Managerial Person :	Servesh Gupta (Authorized Representative of USG Tech Solutions Limited)
3.	Nature of Relationship :	Subsidiary of USG Tech Solutions Limited
4.	Nature, Material terms, monetary value and particulars of the contract or arrangement :	Investment

The directors recommend the approval of the members for the Special Resolution.

Except from Mr. Servesh Gupta none of the directors Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special resolution for approval of the members as item no.6

By the order of the Board of Directors
For USG Tech Solutions Limited

SD/-
Mr. Servesh Gupta
11B, Shiv Apartments,
7 Raj Narain Marg,
Civil Lines, Delhi-110054
Date: 12.08.2017

ANNEXURE TO NOTICE

Information pursuant to the Listing Regulations and Secretarial Standards in respect of Appointment/ Re-appointment of Directors

Name	Mr. Deepak Kumar Bansal	Mr. Servesh Gupta
Date of Birth	08/05/1980	06/12/1980
Date of Appointment	22/03/2017	04/07/2011
Relationship with Directors	Independent	Son of one Promoter Director i.e. Mr. Satish Kumar Gupta
Educational Qualification	Bachelor of Commerce	Bachelor of Commerce
Experience & expertise in specific functional area	15 Year of Experience in the Accounts and field of Real Estate Development & Construction.	Experience in the field of Real Estate Development, Construction, and Project & Construction Management & Software Development & Information Technology.
Board Membership of Companies as on March 31, 2017	USG Tech Solutions Limited	Yash Buildcon Pvt Ltd S G Buildtech Pvt Ltd SKG Tradelink Pvt Ltd USG Estate Pvt Ltd USG Buildcon Pvt Ltd LUV Real Estate Pvt Ltd SVKL Properties Pvt Ltd Bhawna Realters Pvt Ltd In-N-Out Highway Motel Pvt. Ltd. Lakhanpur Coal Carriers Pvt Ltd Gajraj Carriers Pvt Ltd Niskarsh Properties Pvt Ltd USG Tech Solutions Limited
Chairman/Member of the Committee of the Board of directors as on March 31, 2017	Chairman of Audit Committee Chairman of Stakeholder Relationship Committee Chairman of Nomination & Remuneration Committee	Member of Audit Committee Member of Stakeholder Relationship Committee Member of Nomination & Remuneration Committee
Number of Shares held in the Company as on March 31, 2017	NIL	1897365 & 4.81%

DIRECTORS' REPORT

Dear Members,

Your directors have pleasure in presenting the 18th Annual Report and the Audited Statement for the Financial Year ended March 31, 2017.

FINANCIAL RESULTS

The Summarized financial results of the Company for the year under review are as below:

PARTICULARS	Standalone Financials Highlights (in Lacs)		Consolidate Financials Highlights (in Lacs)
	Year Ended March 31, 2017	Year Ended March 31, 2016	Year Ended March 31, 2017
Total Income	138.54	252.2	271.34
Profit (Loss) before depreciation & tax	40.52	40.19	89.17
Depreciation	11.62	25.10	16.28
Profit (Loss) before tax & Extra Ordinary Items	28.90	15.09	105.47
Exceptional Items	(7.527)	0	(7.53)
Profit(Loss) before tax Provision for tax	36.43	15.09	113
- Current Tax	11.25	4.66	35.00
- Deferred Tax	(1.063)	(2.89)	(1.06)
- MAT Credit/Fringe Benefit Tax	-	-	-
- Tax adjustment for earlier years	-	-	-
Profit (Loss)after tax	26.23	13.32	79.06
Proposed Dividend together with Tax thereon	-	-	-
Transfer to General Reserve	-	-	-
Transfer to Debenture Redemption Reserve	26.23	13.32	79.06

FINANCIAL PERFORMANCE

The Income of the Company for the year ended 31st March, 2017, was Rs. 13854585.27/- as compared to Rs 25229728/- in the previous year.

CHANGE IN NATURE OF BUSINESS

During the year under review, there were no changes in nature of business of the company.

DIVIDEND

In order to conserve the resources of the company for the good future prospects and growth, and as the Company has gained small amount of Profit in the said reporting period, the Board of Directors taking this view have decided not to distributed any dividend out of the reserve of the Company and therefore the Board of Directors of the company has not recommended any dividend to the shareholders.

AMOUNT TRANSFERRED TO RESERVE

There is Profit amounting Rs. 2623726.91 is transfer to reserves during the financial year 2016-2017

CHANGES IN SHARE CAPITAL

There was no change in the Share Capital of the company during the year.

- Disclosure regarding issues of equity shares with differential rights:

The Company has not issues any equity shares with differential rights during the year under review.

- Disclosure regarding issues of employee stock options:

The Company has not provided any Stock Option Scheme to the employees during the year under review.

- Disclosure regarding the issues of sweat equity shares:

The Company has not issued any Sweat Equity Shares during the year under review.

EXTRACT OF ANNUAL RETURN

The Extract of Annual Return in Form MGT-9 pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 for the financial year 2016-17 has been enclosed with this report in ANNEXURE- I

COMPOSITION OF BOARD AND COMMITTEES

THE BOARD OF DIRECTORS

i. COMPOSITION, NAME OF MEMBERS AND CHAIRMAN:

S.No.	Name of the Committee Member	Designation
1.	Mr. Servesh Gupta	Chairman
2.	Ms. Nirmal Garg	Independent Director
3.	Mr. Deepak Kumar Bansal	Independent Director
4.	Mr. Satish Kumar Gupta	Executive Director
5.	Ms. Geeta as on 31st March 2017	CFO
6.	Mr. Manish Kumar (with effect from 12.08.2017)	CFO

ii. NAME AND DESIGNATION OF COMPLIANCE OFFICER:

Mrs. Jagpreet Kaur, Company Secretary.

iii. MEETINGS DURING 2016-2017

6 (Six) meetings of Board of Directors of the Company were held and the intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 (i.e., the maximum interval between any two board meeting did not exceed 120 Days)

❖ 07.05.2016	❖ 30/05/2016
❖ 10/08/2016	❖ 12/11/2016
❖ 28/01/2017	❖ 22/03/2017

AUDIT COMMITTEE

The restructuring in the Directorship of the Company, necessitated restructuring in the Audit Committee. The committee as on date of this report consists of three members namely Mr. Deepak Kumar Bansal, Ms. Nirmal Garg and Mr. Servesh Gupta out of which two are independent Directors. Mr. Deepak Kumar Bansal is the Chairman of Audit Committee. All members of the Audit Committee possess sufficient knowledge and experience in the field of Finance and Accounts. The Committee composition is in accordance with the provisions of Companies Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

i. MEETINGS DURING 2016-2017

❖ 30.05.2016	❖ 10.08.2016
❖ 12.11.2016	❖ 28.01.2017
❖ 22.03.2017	

STAKEHOLDER RELATIONSHIP COMMITTEE

The restructuring in the directorship of the company necessitated restructuring in this committee. The committee as on date of this report consists of three members.

i. COMPOSITION, NAME OF MEMBERS AND CHAIRMAN:

S.No.	Name of the Committee Member	Designation
1.	Mr. Deepak Kumar Bansal	Chairman
2.	Ms. Nirmal Garg	Member
3.	Mr. Servesh Gupta	Member

ii. MEETINGS DURING 2016-2017

❖ 30/05/2016	❖ 10/08/2016
❖ 12/11/2016	❖ 28/01/2017

NOMINATION AND REMUNERATION COMMITTEE MEETING (NRC)

The restructuring in the directorship of the company necessitated restructuring in this committee. The committee as on date of this report consists of three members.

i. COMPOSITION, NAME OF MEMBERS AND CHAIRMAN:

S.No.	Name of the Committee Member	Designation
1.	Mr. Deepak Kumar Bansal	Chairman
2.	Ms. Nirmal Garg	Member
3.	Mr. Servesh Gupta	Member

ii. MEETINGS DURING 2016-2017

❖ 30/05/2016	❖ 10/08/2016
❖ 12/11/2016	❖ 228/03/2017

BOARD EVALUTION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committees. The Nomination and Remuneration Committee ("NRC") has framed the Directors' Performance Evaluation Policy ('Policy') and based on the recommendation of the NRC. Accordingly, the evaluation of Board was carried out by each Director, of each committee by each of its member and of the individual Director by all other Directors on the Board excepting the concerned Director himself.

The Independent Directors of the Company positively reviewed the performance of non-independent directors and the Board as a whole; reviewed the performance of the Chairperson of the company, taking into account the views of the executive directors and non-executive directors; and assessed the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

All new independent directors inducted into the Board attend an orientation program. The details of training and familiarization program are provided in the corporate governance report, at the time of the appointment of an independent director, the Company issues a formal letter of appointment outlining his / her role, function, duties and responsibilities. (<http://www.usgtechsolutions.com/wp-content/uploads/2016/04/Familiarisation-Programme.pdf>)

USG TECH SOLUTIONS LIMITED CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 and the applicable US Securities laws. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading, is available on our website: (<http://www.usgtechsolutions.com/wp-content/uploads/2016/03/Code-of-Conduct.pdf>)

POLICIES

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All our corporate governance policies are available on our website: <http://www.usgtechsolutions.com/investors/>.

The policies are reviewed periodically by the Board and updated based on need and new compliance requirement.

- Annual Evaluation Policy
- Archive Policy
- Board Diversity Policy
- Policy On Determination Of Materiality Of Events
- Policy On Material Subsidiaries
- Preservation Of Records
- Related Party Transaction Policy
- Vigil Mechanism Policy

BOARD INDEPENDENCE

Definition of 'Independence' of Directors is derived from Regulation -25 of SEBI (LODR) Regulations 2015 and Section 149(6) of the Companies Act, 2013. Based on the confirmation /disclosures received from the Directors under Section 149(7) of the Companies Act 2013 and on evaluation of the relationships disclosed, the following Non-Executive Directors are considered as Independent Directors as on 31st March 2017

- a) Mr. Deepak Kumar Bansal
- b) Ms. Nirmal Garg

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

In accordance with Section 134(3)(g) of the Companies Act, 2013, the particulars of loans guarantees and investments under Section 186 of the Companies Act, 2013 are provided in notes to financial statements, read with respective heads to the Financial Statements which forms part of this Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso there to shall be disclosed in Form No. AOC-2 as ANNEXURE- II

INTERNAL AUDITOR, INTERNAL AUDIT & CONTROLS

The Company has well equipped internal audit mechanism. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

AUDITORS AND AUDITORS' REPORT**STATUTORY AUDITORS:**

M/s Udit Aggarwal & Associates, Chartered Accountants (Firm Registration Number 026161N) were appointed as Statutory Auditors for a period of 3 years in the 29 September 2014 Annual General Meeting for the term of 3 years subject to the ratification in every Annual General Meeting in terms of section 139(1) of the Companies Act, 2013. There term is completed in the forthcoming AGM. In place of the retiring Auditor the new Auditor Surinder Verma Associates, Chartered Accountants (Firm Registration No.006610N) appointed for the term of 1 Year initially.

SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/S K K Khurana & associates a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit in Form MR-3 for the Financial Year ended March 31, 2017 is annexed as ANNEXURE-III to the Report. There are no qualifications, reservations or adverse remarks made by Secretarial Auditor In his report.

MANAGEMENT'S

Company secretarial Auditor has pointed out in his report for financial Year 2016-2017 dated 30.08.2017 certain points requiring attention of management

Copy of report placed before Board of Director, after the Detailed Discussion on the points raised by the Secretarial Auditor in his report. It was felt that in future immediate compliance should be done in view of the deliberation among Board of Director of USG Tech Solutions Limited.

Managing Director and Company secretary participation in deliberation insure board of Director for necessary compliance in future as per the deliberation held in the meeting.

COST AUDITOR

As per the Cost Audit Orders, Cost Audit is not applicable to the Company's in respect of its product/services.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standard of corporate Governance being Fountain head of Value Creation for all Stakeholders especially shareholders. The Company has in place a well-defined Corporate Governance Mechanism which considers the interest of the entire stakeholder. Separate report on corporate governance forming part of the Board Report Along with Auditor's Certificate is ANNEXURE -IV

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

As required by SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, the auditors' certificate on corporate governance is enclosed as ANNEXURE - V to the board's report. The auditors' certificate for fiscal 2016 does not contain any qualification, reservation or adverse remark.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The management's discussion and analysis report on company's performance - industry trends and other material changes with respect to the company and its subsidiaries, wherever applicable, are presented in this annual report ANNEXURE- VI

DECLARATION BY INDEPENDENT DIRECTOR(S)

The Independent Directors comply with the definition of Independent Director as given under Section 149(6) of the Companies Act, 2013. While appointing/ re-appointing any Independent Directors on the Board, the Committee considers the criteria as laid down in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the Independent Directors give a certificate confirming that they meet the "independence criteria" as mentioned in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All independent director have given the Declaration that they meet the criteria of independence as laid down under the Companies Act 2013 and SEBI (LODR) Regulations 2015

APPOINTMENT & REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Appointment & Remuneration Policy is stated in the Corporate Governance Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS

There are no significant and material orders passed by the regulators or tribunals impacting the going concern status and Company's operations in future.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with Section 129 of the Companies Act 2013, Consolidated Financial Statements are attached and form part of the Annual Report and the same shall be laid before the ensuing AGM along with the Financial Statements of the Company.

SUBSIDIARY COMPANIES, JOINT VENTURES & ASSOCIATE COMPANIES

The Company has Foreign Wholly Owned Subsidiary Company Naming Retails Information Services Pty Ltd, Having Its Registered office at Australia. Zeal Apartment LLP are subsidiary of the USG tech Solutions Limited. Niskarsh Properties Pvt Ltd was subsidiary during the year 2016-2017. after 22nd March 2017, company has transfered 2 % of shares Capital of Niskarsh Properties Pvt Ltd to other party. Closing of the year Niskarsh Properties Pvt Ltd was No more Subsidiary.

LISTING

The Equity shares continue to be listed on the BSE Ltd. (BSE) and the Calcutta Stock Exchange of India Ltd. (CSE).

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO CONSERVATION OF ENERGY:

The core activity of the company is civil construction which is not an energy intensive activity, however all steps are taken to conserve energy at all levels of operations wherever possible. There are no particulars required to be disclosed as required under the new provisions of Companies Act, 2013 & rules made there under.

TECHNOLOGY ABSORPTION

During the year, there was no Technology Absorption, as your Company has not undertaken any research and development activity in any manufacturing activity nor any specific technology is obtained from any external sources which need to be absorbed or adapted. There are no particulars required to be disclosed as required under the new provisions of Companies Act, 2013 & rules made thereunder. Innovation is a culture in the Company to achieve cost efficiency in the construction activity to be more and more competitive in the prevailing environment and the effect of the same cannot be quantified.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

The foreign exchange earning/outgo during the year are as under:

Foreign Exchange Earnings/ Outgo: (in Indian Rs)

Earnings	4242831.60
Outgo	Nil

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Act, the Board of Directors hereby state that:

- A. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- B. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- C. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities
- D. The directors had prepared the annual accounts on a going concern basis; and
- E. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- F. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

As per the Companies Act, 2013, companies having net worth of Rs. 500 crore or more, or turnover of Rs. 1000 crore or more or net profit of Rs. 5 crore or more during any financial year are required to constitute a Corporate Social Responsibility (CSR) Committee of the Board of Directors comprising three or more directors, at least one of whom should be an independent director and such company shall spend at least 2% of the average net profit of the company's three immediately preceding financial years.

During the financial year 2016-17 the Company has not crossed the threshold limit for the Corporate Social Responsibility Committee as required under the Section 135 of the Companies Act, 2013 (as defined above). So the company has not constituted the CSR committee and not done any activities defined under Schedule VII of the Companies Act, 2013.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Chairman of the Board

Mr. Servesh Gupta, Managing Director is Chairman of the Board.

Inductions

The Board made the following appointments / re-appointments based on the recommendations of the nomination and remuneration committee:

1. Appointment of Mr. Deepak Kumar Bansal as additional director with effect from 22nd March 2017
2. Appointment of Ms. Geeta as CFO with effect from 22nd March 2017
3. Appointment of Mr Manish Kumar , CFO from 12th August 2017

Re-Appointments

As per the provisions of the companies act 2013, Mr. Servesh Gupta, retires by rotation at the ensuing annual general meeting and being eligible, seeks re-appointment. The board recommends his re-appointment.

Retirements and Resignations

- I. Mr. Prem Sharma removed from POST of CFO with effect from 22nd March 2017
- II. Mr. Anil Kumar Gupta resigned as Independent director with effect from 22nd March 2017 due to personal reasons. The board places on record its appreciation for the services rendered by Mr. Anil Kumar Gupta during his tenure with the company.
- III. Ms. Geeta resigned as CFO with effect from 25.04.2017 due to personal reasons. The board places on record its appreciation for the services rendered by Ms. Geeta during her tenure with the company.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

The Company has adequate system for prevention of Sexual Harassment of Women at workplace and has set up cell for the same. During the year Company has not received any complaint of harassment.

ACKNOWLEDGEMENT

Your Directors take this opportunity to place on record their appreciation towards bankers, clients and all the business associates for their continuous support to the Company and to the shareholders for the confidence reposed in the Company management. The directors also convey their appreciation to the employees at all levels for their enormous personal efforts as well as collective contribution.

For and on behalf of the Board of Directors of

USG Tech Solutions Limited

SD/-
Servesh Gupta
Whole Time Director
DIN- 01451093
Address: 4A/1,Raj Narain Road, Civil Lines,
Delhi-110054
Date: 01.09.2017

SD/-
Satish Kumar Gupta
Director
DIN- 01451050
Address : 4A/1,Raj Narain Road, Civil Lines,
Delhi-110054
Date: 01.09.2017

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1	CIN	L72200TG1999PLC032129
2	Registration Date	20/07/1999
3	Name of the Company	USG Tech Solutions Limited
4	Category/Sub-category of the Company	Category : Company Limited by Shares Sub Category : Indian Non- Government Company
5	Address of the Registered office & contact details	Plot No- 03, Shiva Nagar Colony, Sainik Puri, Secunderabad, Telangana-500094 Email Id- Secretarial@usgtechsolutions.com Phone No.- 011-23973762
6	Address of the Corporate office & contact details	11B, Shiv Apartments, 7 Raj Narain Marg, Civil Lines, Delhi-110054 Email Id- Secretarial@usgtechsolutions.com Phone No.- 011-23973762
7	Whether listed company	Listed on BSE Limited and The Calcutta Stock Exchange Limited
8	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Bigshare Services Pvt. Ltd. 4E/8 1st Floor, Jhandewalan Ext., New Delhi -110055 Mobile:-09971100544 Tel: 011-42425004 Email: bssdelhi@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S.No.	Name and Description of main products / services		
1.	To carry on the business of software Development, supply of software, consultancy in hardware, and to act as Consultancy in hardware and to act as Consultant , job worker, representative , advisor ,or otherwise to deal in all kinds of computer software , equipment peripherals , accessories device.		
2.	To run computer Training center, conduct seminars, workshops, short term and long term courses on computer maintenance, software development and to develop and design software in India and abroad.		
3.	To provide placement of software professional consultancy service, advice in India an abroad manufacturing , technical managerial and marketing service in computer education , software and other allied fields.		
S.No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	IT software	6209	30.62%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY

S. No.	Name and Address of the Company	Holding/Subsidiary/Associate	% of Shares held
1.	Retail Information Systems Pty Ltd. Eclipse Tower, Level 15, 60 Station Street, Paramatta, Sydney, NSW 2150, AUSTRALIA.	Wholly owned Subsidiary Company	100%
3.	Zeal Appartments LLP	Subsidiary	90%

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
(a) Category-wise Share Holding

Category of Share-holders	No. of Shares held at the beginning of the year [As on 31-March-2016]			No. of Shares held at the end of the year [As on 31-March-2017]				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
A. PROMOTERS								
(1) Indian								
a) Individual/ HUF	4546066	Nil	4546066	11.53	4546066	Nil	4546066	11.53
b) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	3662984	Nil	3662984	9.3	3662984	Nil	3662984	9.3
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total shareholding of Promoter (A)	8209050	Nil	8209050	20.83	8209050	Nil	8209050	20.83
B. PUBLIC SHAREHOLDING								
I. Institutions								
a) Mutual Funds	354073	Nil	354073	0.90	354073	Nil	354073	0.90
b) Banks / FI	117817	Nil	117817	0.30	117817	Nil	117817	0.30
c) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1):-	471890	Nil	471890	1.20	471890	Nil	471890	1.20

Category of Share-holders	No. of Shares held at the beginning of the year [As on 31-March-2016]			No. of Shares held at the end of the year [As on 31-March-2017]				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
2. Non-Institutions								
a) Bodies Corp.	2647607	600000	3247607	12.30	2692547	600000	3292547	8.4
i) Indian								
ii) Overseas								
b) Individuals								
i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	1552349	51011	1603360	4.07	1573995	51011	1676017	4.01
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	17902046	4500000	22402046	56.84	17839629	4500000	22339629	56.67
c) Others (specify)	-	-	-	-	-	-	-	-
NBFCs registered with RBI	Nil	Nil	Nil	Nil	950	Nil	950	0.0024
Non Resident Indians (NRI)	13089	Nil	13089	0.03	8538	Nil	8538	0.0217
Overseas Corporate Bodies (OVB)	Nil	3463410	3463410	8.79	Nil	3463410	3463410	8.79
Foreign Nationals								
Clearing Members	3758	Nil	3758	0.1	3190	Nil	3190	0.0081
Trusts								
Foreign Bodies - D R								
Sub-total (B)(2):-	22118849	8614421	30733270	77.975	22118849	8614421	30733270	77.97
Total Public Shareholding (B)=(B)(1)+ (B)(2)	22590739	8614421	31205160	79.17	22590739	8614421	31205160	79.17
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	30799789	8614421	39414210	100%	30799789	8614421	39414210	100%

S.No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Servesh Gupta	1897365	4.81	1897365	4.81
2	Satish Kumar Gupta	1676476	4.25	1676476	4.25
3	Lakhanpur Coal Carriers Pvt. Ltd.	2636484	6.69	2636484	6.69
4	Gajraj Carriers Pvt. Ltd.	1026500	2.60	1026500	2.60
5	Sudha Gupta	972225	2.47	972225	2.47

(c) Change in Promoters' Shareholding (please specify, if there is no change)

S.No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares shares of the company	% of total	No. of shares shares of the company	% of total
	At the beginning of the year 01.04.2016	No Change			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)				
	At the end of the year 31.03.2017				

S.No.	for each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	RIS Group Ltd	3463410	8.79	3463410	8.79
2	Lakhanpur Coal Carriers Private Limited	2636484	6.68	2636484	6.68
3	Sh. Anil Kumar Jindal	2100000	5.33	2100000	5.33
4	Smt. Sunita Jindal	2100000	5.33	2100000	5.33
5	Sh. Vipin Gupta	2100000	5.33	2100000	5.33
6	Smt.Radhika Gupta	2100000	5.33	2100000	5.33
7	Sh. Naresh Bansal	2100000	5.33	2100000	5.33
8	Smt. Padma Bansal	2100000	5.33	2100000	5.33
9	Sh. Arun Garg	2100000	5.33	2100000	5.33
10	Shmt Neeru Garg	2100000	5.33	2100000	5.33

V. Shareholding of Directors and Key Managerial Personnel:

S.No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares shares of the company	% of total	No. of shares shares of the company	% of total
	At the beginning of the year	As per Annexure-(B)			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year				

VI. INDEBTEDNESS : Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	306,59,317	Nil	Nil
ii) Interest due but not paid		-	Nil	Nil
iii) Interest accrued but not due			Nil	Nil
Total (i+ii+iii)			Nil	Nil
Change in Indebtedness during the financial year				
* Addition		1,76,18,390	Nil	Nil
* Reduction		3,13,49,317	Nil	Nil
Net Change			Nil	Nil
Indebtedness at the end of the financial year				
i) Principal Amount		1,80,12,870	Nil	Nil
ii) Interest due but not paid		-	Nil	Nil
iii) Interest accrued but not due		2,11,43,00	Nil	Nil
Total (i+ii+iii)			Nil	Nil

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

SN.	Particulars of Remuneration	MD* 01/10/2015 to 31/03/2016	Manager
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	1800000	N.A
2	Stock Option	Nil	N.A
3	Sweat Equity	Nil	
4	Commission - as % of profit - others, specify...	Nil	N.A N.A
5	Others, please specify	Nil	N.A
	Total (A)	1800000	N.A
	Ceiling as per the Act		

SN.	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors		
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (1)		
2	Other Non-Executive Directors		
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (2)		
	Total (B)=(1 + 2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

B. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel		
		Director	CS	CFO
1	Gross salary	Director	CS	CFO
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	305822	6451
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2	Stock Option	N.A	Nil	Nil
3	Sweat Equity	N.A	Nil	Nil
4	Commission	N.A	Nil	Nil
	- as % of profit	N.A	Nil	Nil
	Others specify...	N.A	Nil	Nil
5	Others, please specify	N.A	Nil	Nil
	Total	0	305822	6451

* Ms. Geeta Joined the position as CFO with effect from 22nd March 2017 & resigned from the position with effect from 25th August 2017.

VIII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Types	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

Annexure (A)

Change in Promoters' Shareholding (please specify, if there is no change):

S.NO	As On 31st March 2017	Name of Promoter	Shareholding at the Beginning of the Year	increase, (Decrease)	Cumulative Shareholding during the Year
1	31/03/2017	SUDHA GUPTA	972225	Nil	972225
2	31/03/2017	SERVESH GUPTA	1897365	Nil	1897365
3	31/03/2017	SATISH KUMAR GUPTA	1676476	Nil	1676476
4	31/03/2017	GAJRAJ CARRIERS PRIVATE LIMITED	1026500	Nil	1026500
5	31/03/2017	LAKHANPUR COAL CARRIERS PRIVATE LIMITED	2636484	Nil	2636484

Annexure (B) Shareholding of Directors and Key Managerial Personnel:

1	31/03/2017	SERVESH GUPTA	1897365	Nil	1897365
2	31/03/2017	SATISH KUMAR GUPTA	1676476	Nil	1676476

Annexure -II
FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

I	Details of contracts or arrangements or transactions not at Arm's length basis	
I.	Name (s) of the related party & nature of relationship	N.A
II.	Nature of contracts/arrangements/transactions	N.A
III.	Duration of the contracts/arrangements/transactions	N.A
IV.	Salient terms of the contracts or arrangements or transactions including the value, if any	N.A
V.	Justification for entering into such contracts or arrangements or transactions:	N.A
VI.	Date (s) of approval by the Board:	N.A
VII.	Amount paid as advances, if any	N.A
VIII.	Date on which the special resolution was passed in General meeting as required under first proviso to Section 188	N.A

Details of *material contracts or arrangements or transactions at Arm's length basis.

i)	Name (s) of the related party & nature of relationship	Zeal Apartments LLP
ii)	Nature of contracts/arrangements/transactions	Investment
iii)	Duration of the contracts/arrangements/transactions	Short Term
iv)	Salient terms of the contracts or arrangements or transactions including the value, if any	N.A
v)	Justification for entering into such contracts or arrangements or transactions:	N.A
vi)	Date (s) of approval by the Board:	07/05/2016
vii)	Amount paid as advances, if any	-
viii)	Date on which the special resolution was passed in General meeting as required under first proviso to Section 188	-

For And On Behalf Of the Board

Sd/-

Mr. Servesh Gupta

Managing Director

Date: 01.09.2017

* Transaction made by Board mention in AOC-2 was not directly or indirectly informed to Company Secretary of USG Tech Solutions Limited.



FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
USG TECH SOLUTIONS LTD,
Corp Office: 11 B Shiv Apartments
7, Raj Narayan Road,
Civil Lines, Delhi 110 054

Reg: Secretarial Audit Report for The Financial Year Ended March 31, 2017

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by USG Tech Solutions Ltd (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by USG Tech Solutions Ltd for the financial year ended on March 31, 2017, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (no substantial acquisition of Shares and Takeover during the period April 1, 2016 to March 31, 2017 - hence not applicable)
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (no issuance of any fresh security during the period - hence not applicable)
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (no issuance of Stock option/Employee Stock Purchase scheme during the period - hence not applicable)
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (no issuance of debt securities under the Regulation during the period - hence not applicable)

- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (no move to delist the Shares of the company during the period - hence not applicable) ; and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations 1998 (no buy back of shares during the period - hence not applicable)

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- SEBI served a Show Cause notice on the Company on July 11, 2016 under Rule 4(1) of Securities and Exchange Board of India (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating) Rules 1995 vide letter dated 11.7.2016 for not resolving three Investors complaints pending for years April 2011 to June 2013, also in terms of SEBI circular on SCORES dated June 03, 2011 and April 17, 2013 for non redressal of customer grievances within specified time lines and filing action taken report. SEBI vide this notice appointed Shri Suresh Gupta as Adjudicating Officer to hold enquiry and impose penalty, if required. As the above notice could not be served on the Registered Office of the Company, SEBI served another Show Cause notice vide letter dated 25.8.2016 at Corporate Office of the Company, informing about initiation of adjudicating proceeding against the company and for submission of reply latest by 12.9.2016 and recording of appearance on 15.9.2016, either by person or through a representative. Pursuant to this notices, the Company submitted its written submission to SEBI on 22.9.2016. SEBI vide their subsequent letter dated 9.6.2017 asked the Company to submit further representation latest by 9.6.2017. The company vide their letter dated 9.6.2017 has again sent that their representation, inter alia, submitting that the matter was disposed of by Company before issuance of their Show Cause Notice. SEBI is yet to pronounce their verdict in the matter.
- The Company after passing a Special Resolution by postal ballot paper on 1.11.2016, filed a petition dated 10.12.2016 before the Regional Director, South East Region, Hyderabad for shifting of their Registered Office from the State of Telangana to NCT of Delhi. The above petition was dismissed by the Regional Director as notice on Registered Office could not be served. Subsequent to the developments, the Company has changed its Registered Office within the same State of Hyderabad by passing a Resolution in the Board Meeting held on 12.08.2017 and filing form INC 22 with ROC, Hyderabad on 17.08.2017. The Registered Office of the company has now been shifted to Level 7 Maximus Towers, Building 2A Mindspace Complex, Hi-Tech City Hyderabad - 500081.
- The Company has not paid listing fee to Calcutta shares for many past years. Further, in terms of SEBI orders, Calcutta Stock is presently closed and no shares are being not traded at the Exchange. .
- In the MGT 7 filed with ROC on 5.12.2016, the Company has reported 'NIL' Subsidiary and Associate Companies (including Joint Ventures). However, in the Directors' Report placed before Annual General Meeting held on 30.9.2016, M/s Retail Information System Pty Ltd and M/s Niskarsh Properties Pvt Ltd were reported as its subsidiaries. In the Annual General Meeting held on 30.9.2016 only standalone financial results of USG Tech Solutions Ltd for financial year ended March 2016 were placed and consolidated financial statements were not prepared, placed and filed with ROC.
- The Company is a Designate Corporate Partner of M/s Zeal Apartment, LLP, having purchased obligation of contribution/shares of Rs.1,90,000/- out of its total obligation/contribution of Rs.2,00,000. The company invested a sum of Rs.8.85 crore in the Zeal Apartment LLP in terms of Board Resolution dated 7.5.2016, being a material related party transaction in Company's Subsidiary/Associate, without taking approval of Company/Shareholders by way of a Special Resolution in terms of Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015. Further, the Company is yet to file MGT 14 for the investment made.

- The Company is yet to file MGT 14 with ROC in respect of borrowing funds of Rs.2 crore from Starrose Dealer Pvt Ltd in terms of Board meeting held on 30.5.2016
- Position of compliances in respect of various applicable Laws are not being placed before Board of Directors in periodical meetings in term of Regulation 17 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.
- Financial Performance of the Subsidiary/ies and Associate/s of the Company are not being placed/reviewed before/ by the Audit Committee of Board of USG Tech Solutions Ltd. in terms of Regulation 24 SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015. Likewise, minutes of meeting of Board of Directors of Subsidiary/ies are not being placed before meetings of Board of Directors of USG Tech Solutions Ltd.
- The Company is yet to file MGT 14 with ROC in respect of borrowing funds of Rs.2 crore from Starrose Dealer Pvt Ltd approved in terms of Board meeting held on 30.5.2016
- As per Statutory Auditors Report on related party transactions, during financial year ended March 2017, the Company has taken of Rs.2,21.37,500 from M/s Nishkarsh Properties Pvt Ltd, (not a fully owned subsidiary). The company has neither taken permission of Audit Committee of Board, BOD and Shareholders for the transaction in terms of Regulation 23 SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015. The company has also not yet filed MGT 14 with ROC for the transaction.
- Despite repeated requests the Company has not provided break up of Loan and Advances figure of Rs.12.88 crore as on 31.3.2017 and Rs.12.74 crore as on 31.3.2016. In the absence of the break up, undersigned is not able to comments on various applicable compliances.
- The Company has not reflected M/s Niskarsh Properties Pvt Ltd and M/s Zeal Apartment LLP as its Subsidiaries/ Associates as at close of financial year as at March 31, 2017 in its financial accounts for year ended March 2017 and financials of these Subsidiaries/Associates are not consolidated with the financial of the Company.

I further report that The Board of Directors of the Company is now duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings. Except where consent of the directors was received for scheduling meeting at a shorter notice, agenda and detailed notes on agenda were sent in advance. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously, as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

I further report that the Company has appointed M/s R K Sah & Associates, a firm of Chartered Accountants, as Internal Auditors of the Company for the financial year 2016-17 on 28.1.2017, inter alia, to conduct Internal Audit of the Company, comments on the adequacy of internal systems and processes in the Company commensurate with the size and its operations and to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. The reports on the Internal Auditors were placed in the subsequent Board Meetings of the company for information and taking corrective action.

SD/-

K K Khurana

For K K Khurana & Associates
(Practicing Company Secretaries)

C.P No. - 15938

A-5, First Floor, Chottey Lal Park, Kirti Nagar,
(Opp. Metro Pillar no. 340),

New Delhi -110015

Date : 30.08.2017

Annexure IV

CORPORATE GOVERNANCE REPORT

"Corporate Governance is an integral part of the philosophy of the Company in its pursuit of excellence, growth and value creation by focusing a balance between individual interests and corporate goals."

Company's Philosophy on Code of Governance Corporate Governance is based on preserving core beliefs and ethical business conduct while maintaining a strong commitment to maximize long-term stakeholder value. Your Company is focused towards bringing transparency in all its dealings, adhering to well-defined corporate values and leveraging the corporate resources for long-term value creation.

Your Company is committed to molding Corporate Governance practices in line with its core values, beliefs and ethics. Your Company believes in attainment of highest levels of transparency in all facets of its operations and maintains an unwavering focus on imbuing good Corporate Governance practices.

The philosophy of governance has been deeply rooted in the culture of USG Tech Solutions Limited over a long period of time. Your Company continues to deliver value to its various stakeholders. The practice of responsible governance has enabled your Company to achieve sustainable growth, while meeting the expectations of all stakeholders and the society at large.

In India, Corporate Governance standards for listed companies are regulated by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'). As a Company which believes in implementing Corporate Governance practices that go beyond meeting the letter of law, your Company has comprehensively adopted practices mandated in the Listing Regulations. This chapter, along with the report on Management Discussion and Analysis and Additional Shareholders Information indicates the Company's compliance with the provisions of Listing Regulations during the financial Year from 1st April, 2016 to 31st March, 2017.

Board of Directors

- A. The composition of the Board is in accordance with the provisions of the Companies Act, 2013 and the Listing Regulations, as amended from time to time. The Board has an optimum combination of executive and non-executive directors with one woman director and 50% percent of the Board of Directors comprising non-executive independent directors. The Chairman of the Company is an Executive Director of the
- B. None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2017 have been made by the Directors. None of the Directors are related to each other.
- C. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act
- D. Company with effect from 1st April, 2016. The Management of the Company is entrusted in the hands of Key Managerial Personnel's, headed by the Chairman, who operates under the supervision and control of the Board. The Board reviews and approves strategy and oversees the results of Management to ensure that the long term objective of enhancing stakeholders' value is achieved.

(A) Composition of the Board

The present Board of the Company consists of Two Executive Director and Two Non-Executive Directors including one woman director as on 31st March, 2017 out of which 2 directors are independent. The Company has an appropriate size of the Board for real strategic discussion and avails benefit of diverse experience and viewpoints. All directors are individuals of integrity and courage, with relevant skills and experience to bring judgment to bear on the business of the Company. The Company is chaired by Mr. Satish Kumar Gupta, Executive Director who belongs to Promoter Group and Mr. Servesh Gupta is the Managing Director of the company. The Constitution of the Board as on 31st March 2016 is as follows:

Name of the Director	Category	Number of Other		
		Directorship*	Committee Membership**	Committee Chairmanship**
Mr. Servesh Gupta	Promoter Director/ Executive Director	NIL	3	NIL
Mr. Satish Kumar Gupta	Promoter Director / Executive Director	NIL	NIL	NIL
Mr. Anil Kumar Gupta	Independent Director	NIL	NIL	3 (1st April 2015 to 1st October 2015)
Mr. Deepak Kumar Bansal	Independent Director	NIL	NIL	3 (2nd October to 31st March 2016)
Mrs. Nirmal Garg	Independent Director	NIL	3	3

*Directorship in companies registered under the Companies Act, 2013 (earlier Companies Act, 1956), excluding directorships in private companies, foreign companies,

**Companies under Section 8 of the Companies Act, 2013 (earlier Section 25 of the Companies Act, 1956) and alternate directorship.

** Only covers Membership / Chairmanship of Audit Committee and Stakeholders Relationship Committee of public limited companies.

As at 31st March, 2017, in compliance with the Corporate Governance norms, the Company's Board of Directors headed by its Executive Chairman, Mr. Servesh Gupta comprised and three other directors, out of which two are Independent Non-Executive Directors including a woman director. None of the Independent Directors of the Company serve as an Independent Director in more than seven listed companies and where any Independent Director is serving as whole time director in any listed company, such director is not serving as Independent Director in more than three listed companies. The Company issued letter of appointment to all the Independent Directors as per Schedule IV to the Companies Act, 2013 and the terms and conditions of their appointment have been disclosed on the website of the Company (web link <http://www.usgtechsolutions.com>).

During the year under review, 06 Board Meetings were held on:

❖ 07/05/2016	❖ 30/05/2016
❖ 10/08/2016	❖ 12/11/2016
❖ 28/01/2017	❖ 22/03/2017

(The Board was duly supplied with the agenda of the meetings incorporating all material information for facilitating meaningful and focused discussions at the meeting. The intervening period between the Board Meetings was well within the maximum time gap of four months as prescribed in Listing Regulations. Details of attendance of Directors in the Board meeting during the financial year 2016-17 are as under:

Name of the Director	Board Meeting held during the period	No. of Board Meetings Attended	Attendance at the Last AGM
Mr. Servesh Gupta	06	6	Yes
Mr. Satish Kumar Gupta	06	5	No
Mr. Anil Kumar Gupta	06	6	Yes
Mr. Nirmal Garg	06	6	Yes

(B) Compliance with the Code of Conduct

The Company has adopted the "USG TECH Code of Business Conduct" (Code). The updated Code incorporates duties of Independent Directors and the Whistle Blower Policy. The Code is available on the website of the Company (web link <http://www.usgtechsolutions.com>). The Executive Director has given a declaration that the Directors and Senior Management of the Company have given an annual affirmation of compliance with the code of conduct during the year 2014.

COMMITTEES OF THE BOARD

To focus effectively on the issues and ensure expedient resolution of diverse matters, the Board has constituted a set of committees with specific terms of reference/scope. The Committees as empowered agents of the Board as per their charter/terms of reference. Targets set by them as agreed with the management are reviewed periodically and mid - course corrections are also carried out. The minutes of the meetings of all committees of the Board are placed before the Board for discussions/ noting.

AUDIT COMMITTEE

(A) Qualified and Independent Audit Committee

The Company complies with Section 177 of the Companies Act, 2013 as well as requirements SEBI (LODR) Regulations 2015 pertaining to the Audit Committee. Its functioning is as under:

1. The Audit Committee presently consists of the 3 Directors, out of which 2 are Non-executive Independent Directors & 1 Executive Director.
2. All members of the Committee are financially literate and having the requisite financial management expertise
3. The Chairman of the Audit Committee is an Independent Director;
4. The Chairman of the Audit Committee was present at the last Annual General Meeting held on 30th September, 2016.

(B) Terms of reference

The terms of reference of the Audit Committee include inter-alia:

- I. The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- II. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- III. Examination of the financial statement and the auditors' report thereon;
- IV. Approval or any subsequent modification of transactions of the company with related parties;

- V. Scrutiny of inter-corporate loans and investments;
 VI. Valuation of undertakings or assets of the company, wherever it is necessary;
 VII. Evaluation of internal financial controls and risk management systems;
 VIII. Monitoring the end use of funds raised through public offers and related matters.
 IX. Any other responsibility as may be assigned by the board from time to time.

(C) The Chairman of the Audit Committee briefs the Board members about the significant discussions at Audit Committee Meetings.

(D) The Committee comprises of following members as on 31st March, 2017:-

S. No.	Name of the Directors	Designation	Category
1.	Mr. Deepak Kumar Bansal	Chairman	Independent
2.	Mrs. Nirmal Garg Member	Independent	
3.	Mr. Servesh Gupta	Member	Executive

The Composition of the Committee meets the requirements of Section 177 of the Companies Act, 2013 and Regulation-18 of SEBI (LODR) Regulations 2015. The Company Secretary of the Company acts as the Secretary to the Committee. All the members of the Committee possess financial and accounting expertise.

(E) During the Financial year 2016-17, Five (5) meetings of the Audit Committee were held on

❖ 30/05/2016	❖ 10/08/2016
❖ 12/11/2016	❖ 28/01/2017
❖ 22/03/2017	

The Attendance record of Audit Committee is given as follows:

S. No.	Name of the Member	No. of Meeting Attended
1.	Mr. Anil Kumar Gupta	5
2.	Mr. Nirmal Garg	5
3.	Mr. Servesh Gupta	5
4.	Mr Deepak Kumar Bansal	0

(F) The Committee meetings are held at Company's Corporate Office. The Business and operations heads are invited to the meetings, as required.

(G) The Committee relies on the expertise and Knowledge of Management, the internal Auditors and the Independent Statutory Auditors in carrying out its oversight responsibilities. It also uses external expertise if required.

(H) The Company's Independent Statutory Auditor, is responsible for performing an Independent Audit of the Financial Statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in India.

NOMINATION AND REMUNERATION COMMITTEE

uring the year, the as Nomination and Remuneration Committee was reconstituted due to change in member of committee" The Committee's terms of reference functions include-

1. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down,
2. Recommend to the Board their appointment and removal,
3. Carry out evaluation of every director's performance.
4. Formulate the criteria for determining qualifications, positive attributes and independence of a director and
5. Recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees

The Committee comprises of the following members as on 31/03/2017 viz. Mr. Deepak Kumar Bansal , Mrs Nirmal Garg, Mr. Servesh Gupta & the Nomination and Remuneration Committee & Stakeholder Relationship Committee is chaired by Mr. Anil Kumar Gupta (Till 22nd Mrach 2017 and that Mr. Deepak Kumar Bansal), who is the Independent Director of the Company. The Committee met (4) times during the financial year ended 31st March, 2017. The details of attendance of each member of the Committee are as follows:

Name of Director	Designation	Category	No. of Meetings Held	No. of Meetings attended
Mr. Anil Kumar Gupta	Chairman	Independent	4	4
Mrs. Nirmal Garg	Member	Independent	4	4
Mr. Servesh Gupta	Member	Executive	4	4
Mr. Deepak Kumar Bansal (Appointed as on 22nd Mrach 2017)	Chairman	Independent	0	0

STAKEHOLDERS' RELATIONSHIP COMMITTEE

(A) during the year, the as Stakeholder Relationship Committee was reconstituted due to change in member of committee" The Committee's terms of reference functions include-

The core area of Dealing of Committee is as follows

- a) Power to approve share transfers,
- b) Power to approve Share transmission,
- c) Power to issue duplicate shares certificates,
- d) Power to approve and issue fresh share certificate by way of split or consolidation of the existing certificate or in any other manner,
- e) To monitor the resolution of all types of shareholders/investors grievances and queries periodically,
- f) Power to allot shares, equity or preference, fully or partly convertible debentures, or other financial instruments convertible into equity shares at a later date in demat or physical mode , the issue of which has been approved by the Board of Directors of the Company,
- g) Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting,

(B) The Shareholders Relationship Committee of the Board comprises of three Directors as at 31st March 2017:

S. No.	Name of the Directors	Designation	Category
1.	Mr. Deepak Kumar Bansal	Chairman	Independent
2.	Mrs. Nirmal Garg	Member	Independent
3.	Mr. Servesh Gupta	Member	Executive

The Company Secretary is the Compliance Officer for complying with the requirement of the Securities Laws and the SEBI (LODR) Regulations 2015 with the Stock Exchange.

(C) STATUS OF COMPLAINTS

S. No.	Particulars	Status of Complaints
1.	No. of complaints received from the shareholders during the period from 01.04.2016 to 31.03.2017	0
2.	No. of complaints resolved during the year	0
3.	No. of complaints pending at the end of the year as on 31.03.2017	0

(D) INDEPENDENT DIRECTORS MEETING

Independent Directors are regularly updated on performance of each line of business of the Company, strategy going forward and new initiatives being taken/proposed to be taken by the Company. The Independent Directors Mr. Deepak Kumar Bansal and Ms. Nirmal Garg met on 31 March, 2017 without any Senior Management Personnel to evaluate the performance of Non-Independent Directors including Chairman of the Board.

(E) SUBSIDIARY COMPANY

The Company has Foreign Wholly Owned Subsidiary Company Naming Retails Information Services Pty Ltd, Having Its Registered office at Australia.

(F) DISCLOSURES

◆ Related Party Transactions

- (i) The statements containing the transactions with related parties were submitted periodically to the Audit Committee.
- (ii) There are no related party transactions that may have potential conflict with the interest of the Company at large.
- (iii) There were no material individual transactions with related parties during the year, which were not in the normal course of business as well as not on an arm's length basis.
- (iv) There is no non-compliance by the Company and no penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital market, during the last three years.

◆ Disclosure of Accounting Treatment

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historic cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

◆ Board Disclosures - Risk Management

The Company has laid down procedures to inform the Board of Directors about the Risk Management and its minimization procedures. The Audit Committee and Board of Directors review these procedures periodically.

◆ **Proceeds from public issues, right issues, preferential issues etc.**

The Company did not have any of the above issues during the year under review.

◆ **Secretarial Audit Report**

The Company has obtained Secretarial Audit Report on Annual basis from the Company Secretary in practice for compliance with Section 204(1) of the Companies Act, 2013, Listing Agreement, SEBI Regulations on Takeover, Insider Trading and Depositories & Participants. A text of the Annual Secretarial Audit Report is annexed elsewhere.

◆ **Secretarial Standards**

The Company during the year under review has undertaken the audit for compliance of Secretarial Standards and procedures followed by the Company in compliance with Secretarial Standards on Annual General meeting and Board Meeting issued by Institute of Company Secretaries of India. The Secretarial Standards Report is published elsewhere forming a part of this Report.

◆ **Management Discussion and Analysis Report**

The Management Discussion and Analysis Report have been included separately in the Annual Report to the Shareholders.

(G) Compliance on Corporate Governance

The quarterly compliance report has been submitted to the Stock Exchanges where the Company's equity shares are listed in the requisite format duly signed by the Compliance Officer as per SEBI (LODR) Regulations 2015, the Auditor's Certificate in compliance on conditions of Corporate Governance is published elsewhere in the Annual Report.

(H) GENERAL BODY MEETINGS

Annual General Meetings

Location and time of the General Body Meetings of the Company in the past three years:

Year	Date	Venue	Time	Special Resolution passed
2014	29/09/2014	1/95/1/5-6 2nd Floor Guttala Begumpet near Kavuri Hills Phase 2 Madhapur, Hyderabad - 500081	16:00 Hrs	<ul style="list-style-type: none"> ◆ Alteration in Object Clause in Memorandum of Association of the Company ◆ change the registered office of the Company from the one state to another state
2015	30/09/2015	1/95/1/5-6 2nd Floor Guttala Begumpet near Kavuri Hills Phase 2 Madhapur, Hyderabad - 500081	11:00 A.M	<ul style="list-style-type: none"> ◆ Re - Designation of Mrs Nirmal Garg as Independent Director
2016	30/09/2016	Oyster Airport Hotel, 5-12/1, Nehru Outer Ring Road, Brindavan Gardens, Kishanguda, Shamshabad, Hyderabad, Telangana 501218	12:00 NOON	<ul style="list-style-type: none"> ◆ Re-Designation of Mr. Servesh Gupta (DIN 01451093) as managing Director of the company with effect from 23th October 2015 ◆ To approve the Related Party Transaction for Year 2016-17

(I) COMPLIANCE OFFICER

Mrs. Jagpreet Kaur, Company Secretary, who is the Compliance Officer of the Company can be contacted at: USG Tech Solutions Limited 11B, 3rd Floor, 7 Raj Narain Marg, Civil Lines, Delhi-110054. E-mail: Secretarial@usgtechsolutions.com. Or 011-23935876. Complaints or queries relating to the shares can be forwarded to the Company's Registrar and Transfer Agents - M/s Bigshare Services Pvt. Ltd. at info@bigshareonline.com.

(J) MEANS OF COMMUNICATION

The Company regularly intimates unaudited as well as audited financial results to the Stock Exchanges immediately after these were taken on record by the Board. The quarterly/half-yearly/annual financial results are generally published in the English and Telgu Newspapers i.e. The Financial Express (English) Hyderabad and Metro Evening (TELGU) Hyderabad. The Annual Report, Quarterly Results and Shareholding Patterns of the Company are regularly filed with the Stock Exchanges by electronic mode within the stipulated time.

(K) GREEN INITIATIVE IN CORPORATE GOVERNANCE

Pursuant to Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011, Ministry of Corporate Affairs (MCA) has launched "Green Initiative in Corporate Governance" whereby the companies are allowed to send notices, documents, and other communications to the shareholders in electronic mode.

Your company encourages its shareholders to support the "Green Initiatives" by registering their email addresses with their respective depositories/Company's Registrar and Transfer Agent and intimate changes in the e-mail addresses from time to time.

(L) GENERAL INFORMATION FOR MEMBERS

◆ **Annual General Meeting:**

Date and Time	29TH September 2017 at 11:00 A.M
Venue	Oyster Airport Hotel, 5-12/1, Nehru Outer Ring Road, Brindavan Gardens, Kishanguda, Shamshabad, Hyderabad, Telangana 501218

◆ **Financial Calendar (tentative):**

The financial year covers the period starting from 1st April,2016 and ended on 31st March,2017 Adoption of Quarterly Results Ended by the end of June, 2016, September,2016, December, 2016, March, 2017.

◆ **Book Closure Period:**

23th September 2017 to 29th September 2017

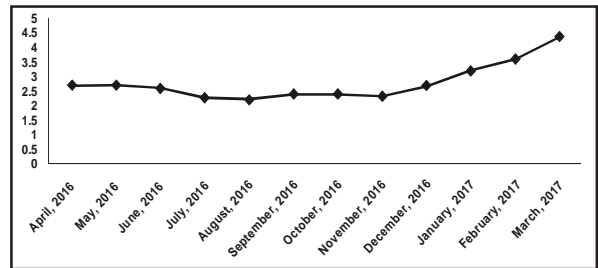
◆ **Listing Details:**

The Equity Shares of the Company are listed with BSE Limited & The Calcutta Stock Exchange Association Ltd. [Scrip Code: BSE LTD -532402]. The listing fee has been paid to BSE where the Company's Equity shares are listed.

◆ **Market Price data:**

The monthly high & low quotations of the Company's Shares traded on the Bombay Stock Exchange Limited during the Financial Year 2016-17, along with the performance of stock are as under:

Bombay Stock Exchange (BSE)			
Month	High	Low	Average
April, 2016	2.80	2.66	2.7
May, 2016	2.79	2.66	2.7
June, 2016	2.83	2.44	2.6
July, 2016	2.56	2.00	2.3
August, 2016	2.57	1.90	2.2
September, 2016	2.45	2.28	2.4
October, 2016	2.45	2.32	2.4
November, 2016	2.32	2.32	2.3
December, 2016	3.01	2.43	2.7
January, 2017	3.47	2.85	3.2
February, 2017	4.16	3.00	3.6
March, 2017	4.81	4.00	4.4



◆ **Registrar and Transfer Agent:**

M/s Bigshare Services Pvt. Ltd.
 Contact Person: Srinivas Dornala,
 Delhi Branch Address:
 4E/8 1st Floor, Jhandewalan Ext., New Delhi -110055
 Mobile:-09971100544
 Tel: 011-42425004
 Email: bssdelhi@bigshareonline.com

Mumbai Branch Address:
 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis
 Apartments (Next To Keys Hotel), Marol Maroshi Road,
 Andheri East, Mumbai 400059
 Email: Info@Bigshareonline.Com
 Website: Www.Bigshareonline.Com

◆ **Share Transfer System:**

The Company's share being in compulsory Demat list, are transferable through the depository system. However, shares in the physical form are processed by the Registrar & Transfer Agent and approved by the Shareholders and Investors Grievance Committee. The share transfer process is reviewed by the said committee. The Company obtains from a Company Secretary in Practice, the half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with Stock Exchanges and file a copy of the certificate with the Stock Exchanges.

◆ **Reconciliation of Share Capital:**

The Company obtains certificate of compliance from a Company Secretary in practice quarterly under SEBI (Depository & Participants) Regulations, 1996 for the purpose of reconciliation of the total issued/paid - up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

◆ **Shareholding as on 31.03.2017**

(a) **Distribution of shareholding as on 31.03.2017 is given below:**

Share holding of nominal value Rs.	Share Holders		No of Shares	
	Number	% to total	Shares	% to total
(1)	(2)	(3)	(4)	(5)
1-5000	578	48.6532	1239120	0.3144
5001-10000	231	19.4444	2079050	0.5275
10001-20000	110	9.2593	1821490	0.4621
20001-30000	43	3.6195	1153200	0.2926
30001-40000	26	2.1886	945860	0.2400
40001-50000	38	3.1987	1819200	0.4616
50001-100000	58	4.8822	4724850	1.1988
10001-999999999	104	8.7542	380359330	96.5031
Total	1218		39414210	100

(b) Shareholding Pattern of Shares as on 31st March, 2017:

Category	No. of Shares	% of Shares (Approx.)
Promoters		
Indian	8209050	20.8
Foreign: Body Corporate	-	
Non - Promoters		
Mutual Funds	354,073	0.90
Fin Inst.	117817	0.30
Corporate Bodies	4847607	12.3
Individuals	22405406	56.8
NRI/OCBs	3476499	8.8
Clearing Members	3,758	0.009
Total	39,414,210	100.00

- ◆ ISIN for Dematerialization: INE718B01017
Dematerialization of Shares as on 31st March, 2017:

Particulars	NSDL		CDSL	
	2017	2016	2017	2016
Equity Shares	29319774	2,93,41,692	1480015	14,58,097

The Company has entered into an agreement with both National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL), whereby the shareholders have an option to dematerialize with either of the depositories. Annual Custody fees for the year 2016-17 have been paid by the Company to NSDL and CDSL.

- ◆ Address for correspondence :

USG Tech Solutions Limited
Company Secretary
Corporate Office:
11B, Shiv Apartments,
7 Raj Narain Marg
Civil Lines, Delhi-110054
Email:-Secretarial@usgtechsolutions.com

WHISTLE BLOWER POLICY

The Company promotes ethical behavior in all its business activities and has put in all places a mechanism of reporting illegal or unethical behavior. The Company has adopted a Whistle Blower Policy, which afford protection and confidentiality to Whistle blowers. The Audit Committee Chairman is authorized to receive protected Disclosure under this policy. The Audit Committee is also authorized to supervise the conduct of investigation of any disclosures made by whistle blowers in accordance with policy.

Annexure V
CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To
The Members of
USG Tech Solutions Limited

We have examined the compliance of conditions of Corporate Governance by USG Tech Solutions Limited for the year ended 31st March, 2017, as stipulated as referred in Regulation 15(2) of the Listing Regulations for the period 1st April, 2016 to 31st March, 2017.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Regulations of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Regulations of the Corporate Governance as stipulated in the above mentioned Listing Agreement/Listing Regulations as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

for Udit Aggarwal & Associates

Sd/-
Udit Aggarwal
Place: Delhi

Annexure VI

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Cautionary Statement

The management Discussion and Analysis Report may contain certain statements that might be considered forward looking. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those expressed in the statement as important factors could influence Company's operations such as Government policies, economic development, political factors and such other factors beyond the control of the Company.

Overview and brief Background

USG Tech at its best provides innovative IT Solutions and complex software projects development that helps to keep it one step ahead of its competitors by continuously improving its IT-based business solutions.

Crafted to perform, USG Tech is more than a singular avenue for payment processing system, it represents the ambition to connect, the ability to integrate and the freedom to move beyond the hassles of prior systems. USG Tech was brought to life by individuals who imagine a seamless system that allows complete freedom and guarantees a greater performance capability.

Combining state-of-the-art technology with the ambition to streamline the business processes throughout the country, USG Tech equips businesses and organizations to stay in control of payment processing, point of sale systems, reward and loyalty programs and all other related business processes.

The multi-functional feature of USG Tech payment systems allow product manufacturers to stay linked to the traders, the banks to their customers, the government to the various trading points, the corporate houses to their branched processes and merchants to their customers.

Spread across multiple channels USG Tech's strategic solutions are capable of communicating across broadband, GPRS, Wi-Fi and dial-up along with supporting several third-party VAA's (Value Added Applications).

IT Industry Scenario

The information technology in India is looking towards a bleak future in general in the current year. However, small sparks of encouragement are there. The Recession period, the free fall of rupees against dollar compounded with other factors has resulted in a severe decline in the hiring process of the IT sector. The employment generation capacity of this sector has shrunk considerably. IT professionals including ex- IT sector employees are now seeking employment in financial services, telecommunications and manufacturing industries which have recently witnessed a phenomenal growth.

Financial Performance

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 guidelines issued by the Securities and Exchange Board of India (SEBI) and the Generally Accepted Accounting Principles (GAAP) in India. Our Management accepts responsibility for the integrity and objectivity of these financial statements, as well as for the various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profits and cash flows for the year.

As there is a substantial growth in IT Sector and Software Projects development, Your Directors are hopeful that in forthcoming years, Company will definitely perform up to the mark, achieve good profitability and Earning per share will be increased. On a generic note, given the current economic and industry environment, prospects in our business segments look attractive and we look forward to 2017-18 with sustained growth and excitement.

Opportunities Lying Ahead and our Outlook

As your Company keeps on exploring various avenues, your Management proposes to have a singular avenue for payment processing system, representing the ambition to connect, with an ability to integrate and the freedom to move beyond the hassles of prior systems. They imagine a seamless payment system that allows complete freedom and guarantees a greater performance capability.

Bringing together the merchants, banks, financial institutions, corporate companies and other modes of transaction activities on a singular platform, The Company will be one stop destination for a secure network for growth oriented services. Combining state-of-the-art technology with the ambition to streamline the business processes in throughout the country.

The multi-functional feature of the payment systems will allow product manufacturers to stay linked to the traders, the banks to their customers, the government to the various trading points, the corporate houses to their branched processes and merchants to their customers. However it is not our ability to connect trading processes that is revolutionary, it is our ability to provide you with a customized solution based on your objective and the instant software updates across all POS terminals in India that sets us apart.

It would help customers to stay in control of payment processing, point of sale systems, reward and loyalty programs and all other related processes. Spread across multiple channels the proposed strategic solutions are capable of communicating across broadband, GPRS, Wi-Fi and dial-up along with supporting several third-party VAA's (Value Added Applications).

The Management's mission is

"To eternally adapt, create & innovate to deliver an open payments processing platform that seamlessly integrates with banks, business systems and consumers. USG Tech's applications are built on state-of-art infrastructure and technology with one key ambition, to drive value for your business and for your customers"

Human resource / Industrial relations

Management is keen on following the best practices for attracting, retaining and enhancing human resources of the Company. The company's Industrial relations continued to be harmonious during the year under review. The Company continues to invest in people through various initiatives which enable the work force to meet out the production requirements and challenges related thereto and to infuse positive enthusiasm towards the organization.

Internal Control Systems and Adequacy

The Internal Control Systems and procedure are adequate and commensurate with the size of the Company. The company has implemented suitable controls on ongoing basis to assure that all resources are utilized optimally, financial transactions are reported with the accuracy and all applicable laws and regulations are strictly complied with.

To
The Members of
USG Tech Solutions Limited
Report on the Financial Statements

1. We have audited the accompanying financial statements of USG Tech Solutions Limited ("the Company") which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the financial statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements

Opinion

4. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its Profit/Loss ended on that date.

Report on Other Legal and Regulatory Requirements

5. Companies Auditor's Report Order, 2017 "the Order", as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, is not applicable to this company.

As required by section 143 (3) of the Act, we report that:

- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. the Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account
- d. In our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies Accounts Rules, 2014.
- e. On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- g. With respect to the other matters to be included in the Auditor's Report in accordance, With Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company does not have any pending litigations which would impact its financial position.
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Consolidated Financial Statements

6. We have prepared the Consolidated Financial statement with RIS PTY LTD (foreign wholly owned Subsidiary) of USG Tech Solutions Limited for Financial Year 2016-2017, as the financial year of foreign wholly owned subsidiary is 1st July 2016 to 30 June 2017. We received the unaudited balance sheet from the Auditor of the WOS. Consolidated financial statements are based on the Un-audited Financial statement of WOS & Audited Financial statement of USG Tech Solutions Limited

For Udit Aggarwal & Associates
Chartered Accountants
FRN: 026161N

SD/-
CA Udit Aggarwal
Proprietor
M. No.: 529994
Place: New Delhi

Annexure-A referred to in our report of even date of USG Tech Solutions Limited for the F.Y. 2016-17. Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013("the Act")

We have audited the internal financial controls over financial reporting USG Tech Solutions Limited ("the Company") as of 31 March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, Issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with

authorizations of management and directors of the company; and(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition use or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may be come in adequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Udit Aggarwal & Associates
Chartered Accountants
FRN: 026161N

SD/-
CA Udit Aggarwal
Proprietor
M. No.: 529994

Place: New Delhi

a) Background

USG TECH SOLUTIONS LIMITED ('the Company') was incorporated under the Companies Act, 2013 as a private limited company on 20th July, 1999 with the primary objective to carry on Service Sector Information Technologies services.

b) Significant accounting policies**a) Basis of preparation of financial statements**

The financial statements have been prepared to comply with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act 2013 (the 'Act'), read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). The financial statements have been prepared on a going concern basis under the historical cost convention method on accrual basis.

The company is non-SMC as defined in the General Instructions in respect of Accounting Standard notified under the companies (Accounting Standards) Rules, 2006 (as amended). Accordingly, the Company has compiled with accounting Standards as applicable to a non-Small and Medium Sized Company.

Previous year figures have been regrouped/ recast to make them comparable with figures of current year.

b) Use of estimates

The preparation of financial statements in conformity with the Indian AS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Any change in the accounting estimates is adjusted prospectively in the current and future periods.

c) Current-non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- i. it is expected to be realised in, or is intended for sale or consumption in, the company's normal Operating cycle;
- ii. it is held primarily for the purpose of being traded;
- iii. it is expected to be realised within 12 months after the reporting date; or
- iv. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a Liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- a) it is expected to be settled in the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is due to be settled within 12 months after the reporting date; or the Company does not have an unconditional right to defer settlement of the liability for atleast 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current. Current liabilities include current portion of non-current financial liabilities.

d) Expenditure

Expenses are recognized on accrual basis.

e) Revenue Recognition

Revenue is recognized on accrual basis

Leases

Lease rentals in respect of operating lease arrangements are recognized as an expense in the profit & loss account on accrual basis with reference to lease terms and other considerations.

f) Inventories

Inventories are valued at lower of cost and net realizable value. Cost is determined on a weighted average basis. Cost of Inventory comprises cost of goods and other costs incurred in bringing the inventories to present location and condition.

g) Fixed assets & Depreciation

Depreciation on fixed assets is in accordance with the provisions of the Companies Act 2013 (the 'Act'). The Company, effective 1st April 2014, had reviewed the estimated useful lives of its fixed assets, in accordance with the provisions of Schedule II to the Act.

h) Income Tax Expense

Income tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the Income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each Balance Sheet date and written down or written-up to reflect the amount that is reasonably/ virtually certain (as the case may be) to be realized.

i) Employee Benefits:

No Provision of gratuity and leave encashment benefits has been made by the company as the company does not have a policy of encasing leaves of employees and no gratuity is payable to the company during the previous year.

j) Earnings per share:

The Company reports basic and diluted earnings per equity share in accordance with Accounting Standard - 20, "Earnings per Share" of Companies (Accounting Standards) Rules, 2006. The basic and dilutive earnings / (loss) per share is computed by dividing the net profit / (loss) attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. Dilutive earnings per share are computed and disclosed after adjusting the effects of all dilutive potential equity shares, if any, except when the results will be anti-dilutive.

k) Provisions and contingent liabilities

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs

3. The Company reports basic earnings per equity share in accordance with Accounting Standard - 20, "Earnings per Share" of Companies (Accounting Standards) Rules, 2006. The basic Earnings/ (loss) per share is computed by dividing the net profit/ (loss) attributable to equity Shareholders for the year by the weighted average number of equity shares outstanding during the year.

PARTICULARS	For the Year Ended 31st March 2017	For the Year Ended 31st March, 2016
Net profit /(loss) after tax as per Profit & Loss Account attributable to Shareholders	2,623,726.91/-	1,332,063.64/-
Weighted Average Number of Equity Shares	39414210	39414210
Face value Per Equity Share	10	10
Basic Earnings Per Share (Rs.)	0.05	0.04

4. Related Party Transactions

Related party disclosures as required under Accounting Standard (AS) - 18 "Related party Disclosures", notified by the Government in the Companies (Accounting Standard) Rules 2006, are given hereunder:

Description of relationship : Key Management Personnel	Name of related parties Satish Kumar Gupta Servesh Gupta Deepak Kumar Bansal Nirmal Garg
Entities in which major shareholder has interest	

Transaction with the Related Parties

PARTICULARS	For the Year Ended 31st March, 2017	For the Year Ended 31st March, 2016
1. Transaction with Key Management Personnel		
A. Director Remuneration by:		
Servesh Gupta	18,00,000/-	15,00,000/-
2. Transaction with Entities in which Director has interest		
Loan Paid		
USG Buildcon Pvt. Ltd.	1,85,49,317/-	-
Re-Payment of Loan		
Niskarsh Properties Pvt. Ltd.	2,21,37,500/-	-
Investment		
Zeal Buildhomes LLP	8,84,90,000/-	-

For UDIT AGGARWAL & ASSOCIATES
Chartered Accountants

SD/-
Udit Aggarwal
Proprietor
M.No. 529994
FRN 026161N
Place: Delhi

SD/-
Mr. Satish Kumar Gupta
Director
DIN: 01451050

For and on behalf of the Board of Directors

SD/-
Mr. Servesh Gupta
Director
DIN: 01451093

SD/-
Mrs. Jagpreet Kaur
Company Secretary
M.No- A41778

BALANCE SHEET AS AT 31ST MARCH 2017

Particulars	Note No.	As at March 31, 2017	As at March 31, 2016
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	394,142,100.00	394,142,100.00
(b) Reserves & Surplus	2	23,659,865.48	21,036,138.57
(c) Security Premium	3	10,390,230.00	10,390,230.00
(2) Non-Current Liabilities			
(a) Long term borrowings	5	18,012,870.00	30,659,317.00
(b) Deferred tax liabilities(Net)	6	457,308.29	563,674.43
(3) Current Liabilities			
(a) Trade payables	7	1,285,895.33	2,158,971.00
(b) Other current liabilities	8	642,337.00	338,858.00
(c) Short-term provisions -Income Tax	9	1,125,708.00	466,299.00
TOTAL		449,716,314.10	459,755,588.00
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	10		
(i) Tangible assets		1,873,724.12	3,893,464.31
(ii) Intangible Assets under Development		16,661,494.72	17,630,376.00
(b) Non-Current Investment	11	153,981,873.18	105,411,873.18
(c) Other non-current assets	12	31,144,352.07	54,642,845.79
(2) Current Assets			
(a) Inventories		4,347,000.00	6,210,000.00
(b) Trade Receivables	13	70,366,158.09	67,987,568.00
(c) Cash and Cash Equivalents	14	1,274,470.67	17,464,568.72
(d) Short-term loans and advances	15	128,809,597.00	127,410,458.00
(e) Other current assets		41,257,644.25	59,104,434.00
TOTAL		449,716,314.10	459,755,588.00
Notes on Financial Statement	1 to 32		
Significant Accounting Policies	a to t		
As per our Report of even date			

 For UDIT AGGARWAL & ASSOCIATES
 Chartered Accountants

 SD/-
 Udit Aggarwal
 Proprietor
 M.No. 529994
 FRN 026161N
 Place: Delhi

 SD/-
 Mr. Satish Kumar Gupta
 Director
 DIN: 01451050

For and on behalf of the Board of Directors

 SD/-
 Mr. Servesh Gupta
 Director
 DIN: 01451093
 SD/-
 Mrs. Jagpreet Kaur
 Company Secretary
 M.No- A41778

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2017

Particulars	Note No.	As at	As at
		March 31, 2017	March 31, 2016
I Revenue from Operations	17	4,242,831.60	14,270,723.00
II Other Income	18	9,611,753.67	10,959,005.00
III Total Revenue [I+II]		13,854,585.27	25,229,728.00
IV Expenses			
Purchases & Development	19	-	5,567,085.00
Changes in inventories of finished goods		1,863,000.00	1,044,880.00
Employee Benefits Expenses	20	1,387,499.00	7,150,910.00
Finance Costs	21	2,115,961.10	1,635,011.00
Depreciation and amortization expenses	10	1,162,264.28	2,510,592.09
Other Expenses	22	4,435,519.72	5,812,192.01
Total Expenses		10,964,244.10	23,720,670.10
V Profit before exceptional and extraordinary items and tax (III- IV)		2,890,341.17	1,509,057.90
VI Exceptional items		(752,727.60)	-
VII Profit before extraordinary items and tax (V-VI)		3,643,068.77	1,509,057.90
VIII Extraordinary items			
IX Profit before Tax (VII-VIII)		3,643,068.77	1,509,057.90
X Tax expenses:			
(1) Current tax		1,125,708.00	466,299.00
(2) Deferred tax		(106,366.14)	(289,304.74)
XI Profit for the period from continuing operations (IX-X)		2,623,726.91	1,332,063.64
XII Profit from discontinuing period		-	-
XIII Tax expenses of discontinuing operations		-	-
XIV Profit from Discontinuing operation (after tax) (XII-XIII)		-	-
XV Profit for the period (XI+XIV)		2,623,726.91	1,332,063.64
XVI Earning per Equity share:			
(1) Basic		-	-
(2) Diluted		0.07	0.04
Notes on Financial Statement		1 to 32	
Significant Accounting Policies		a to t	
As per our Report of even date			

For UDIT AGGARWAL & ASSOCIATES

Chartered Accountants

 SD/-
 Udit Aggarwal
 Proprietor
 M.No. 529994
 FRN 026161N
 Place: Delhi

 SD/-
 Mr. Satish Kumar Gupta
 Director
 DIN: 01451050

For and on behalf of the Board of Directors

 SD/-
 Mr. Servesh Gupta
 Director
 DIN: 01451093
 Mrs. Jagpreet Kaur
 Company Secretary
 M.No- A41778

Notes forming part of Balance Sheet as at 31st March 2017

Particulars	As at March 31, 2017 (Amount in Rs.)	As at March 31, 2016 (Amount in Rs.)
1.1 SHARE CAPITAL		
Authorized Share Capital		
43000000 Equity Shares of Rs.10 each (43000000 Equity Shares of Rs.10 each)	430,000,000.00	430,000,000.00
Issued Share Capital		
39414210 Equity Shares of Rs.10 each (39414210 Equity Shares of Rs.10 each)	394,142,100.00	394,142,100.00
Subscribed & Paid up Share Capital		
39414210 Equity Shares of Rs.10 each (39414210 Equity Shares of Rs.10 each)	394,142,100.00	394,142,100.00
Total	394,142,100.00	394,142,100.00

1.2 The reconciliation of the number of share outstanding is as under:-

Particulars	Number of Shares	Number of Shares
Equity Share at the beginning of the year	39,414,210.00	39,414,210.00
Add :- Issue of Preferential shares	-	-
Add :- Convertible share warrants converted in to Equity Shares	-	-
Equity Share at the end of the year	39,414,210.00	39,414,210.00

1.3 The detail of Shareholder holding more than 5% shares is as under:-

Name of Shareholder	Number	% Held	Number	% Held
RIS Group Ltd	3463410	8.79	3463410	8.79
Sh. Anil Kumar Jindal	2100000	5.33	2100000	5.33
Smt. Sunita Jindal	2100000	5.33	2100000	5.33
Sh. Vipin Gupta	2100000	5.33	2100000	5.33
Smt.Radhika Gupta	2100000	5.33	2100000	5.33
Sh. Naresh Bansal	2100000	5.33	2100000	5.33
Smt. Padma Bansal	2100000	5.33	2100000	5.33
Sh. Arun Garg	2100000	5.33	2100000	5.33
Smt. Neeru Garg	2100000	5.33	2100000	5.33

2 RESERVES & SURPLUS
2.1 Profit and Loss Account

Profit and Loss Account b/f from last year	21,036,138.57	19,704,074.93
Add :-Transferred from current year Profit and Loss	2,623,726.91	1,332,063.64
Total	23,659,865	21,036,139

3 Security Premium

Security Premium	10,390,230.00	10,390,230.00
Total	10,390,230.00	10,390,230.00

Particulars	As at March 31, 2017 (Amount in Rs.)	As at March 31, 2016 (Amount in Rs.)
4 NON-CURRENT LIABILITIES		
Long Term Borrowings		
UnSecured Loan		
Aplaya Creations Limited	-	12,800,000.00
USG Buildcon Pvt. Ltd.	394,480.00	17,859,317.00
Avtar Instalments Private Limited	5,000,000.00	-
Starrose Dealer Private Limited	12,618,390.00	-
Total	<u>18,012,870.00</u>	<u>30,659,317.00</u>
6 DEFERRED TAX LIABILITIES(Net)		
DTA/DTL on Difference in depreciation as per books and income Tax Act Relating difference in depreciation as per the Companies Act and Income Tax Act As per Income Tax Act As per Companies Act, 1956	457,308.29	563,674.43
Total	<u>457,308.29</u>	<u>563,674.43</u>
7 TRADE PAYABLES		
Advance from customers	1,285,895.33	2,158,971.00
Micro, Small and Medium Enterprises	-	-
Total	<u>1,285,895.33</u>	<u>2,158,971.00</u>
8 OTHER CURRENT LIABILITIES		
Statutory Payable for taxes and duties	275,082.00	224,123.00
Other Non-statutory Payables	364,284.00	114,735.00
Cheque issued but not yet presented for payment	2,971.00	-
Total	<u>642,337.00</u>	<u>338,858.00</u>
9 SHORT TERM PROVISIONS		
Provision for Income Taxes	1,125,708.00	466,299.00
Total	<u>1,125,708.00</u>	<u>466,299.00</u>
11 NON-CURRENT INVESTMENTS		
Trade Investment		
11.1 In Equity Shares -Quoted		
Siber Software Services (India) Limited	6,000,000.00	6,000,000.00
11.2 In Equity Shares -Unquoted		
Mukesh Commercial (P) Limited	5,000,000.00	5,000,000.00
Niskarsh Properties Pvt Ltd	50,000.00	50,000.00
Retail Informaion System Pty Ltd	52,361,873.18	52,361,873.18

Particulars	As at March 31, 2017 (Amount in Rs.)	As at March 31, 2016 (Amount in Rs.)
11.3 Other Investment		
Money Mishra Financial Services	2,080,000.00	42,000,000.00
Zeal Appartments LLP	88,490,000.00	
	<u>153,981,873.18</u>	<u>105,411,873.18</u>
12 OTHER NON-CURRENT ASSETS		
Preliminary expenses to the extent not written off	1,245,953.00	1,423,947.00
Less written off during the year	(177,994.00)	(177,994.00)
	1,067,959.00	1,245,953.00
Advance in JV (Nishkarsh Properties)	3,912,500.00	26,050,000.00
Security Deposits	4,175.28	1,187,175.00
Project Cost	26,159,717.79	26,159,717.79
Total	<u>31,144,352.07</u>	<u>54,642,845.79</u>
13 TRADE RECEIVABLES		
Debts outstanding for a period exceeding six months	70,366,158.09	53,934,692.00
Others	-	14,052,876.00
Total	<u>70,366,158.09</u>	<u>67,987,568.00</u>
14 BANK, CASH AND CASH EQUIVALENTS		
Balance with Scheduled Banks	1,258,787.40	14,944,324.47
Cash in Hand and Equivalent Cash	15,683.27	2,520,244.25
Total	<u>1,274,470.67</u>	<u>17,464,568.72</u>
15 Loans & Advances (Unsecured and Considered Good)		
Term Loans & Advances	128,803,621.00	127,410,458.00
Other Advances	5,976.00	-
Total	<u>128,809,597.00</u>	<u>127,410,458.00</u>
16 OTHER CURRENT ASSETS		
Advance Tax & TDS	6,100,593.23	5,436,335.00
Service Tax	1,120,705.02	1,091,914.00
VAT Refund	204,531.00	204,531.00
Other Receivables	1,968,500.00	1,974,476.00
Interest Receivables	4,768,315.00	4,896,603.00
Share Application Money Paid	27,095,000.00	27,095,000.00
FDR	-	18,405,575.00
Total	<u>41,257,644.25</u>	<u>59,104,434.00</u>
17 Revenue From Operations		
Income from IT products & services	4,242,831.60	14,270,723.00
Total	<u>4,242,831.60</u>	<u>14,270,723.00</u>

Particulars	As at	As at
	March 31, 2017 (Amount in Rs.)	March 31, 2016 (Amount in Rs.)
18 Other Incomes		
Interest Income	9,611,090.67	9,917,228.00
Other Non-operating Receipts	663.00	23,277.00
Unclaimed balances written off not exceeding provision made	-	-
Profit from sale of investments	-	<u>1,018,500.00</u>
Total	<u>9,611,753.67</u>	<u>10,959,005.00</u>
19 Purchases & Developments		
IT Products & Accessories	-	5,567,085.00
Total	-	<u>5,567,085.00</u>
20 Employees Benefit Expenses		
Salaries	<u>1,381,151.00</u>	<u>6,763,556.00</u>
Employees Benefit	-	-
Staff Welfare	<u>6,348.00</u>	<u>387,354.00</u>
Total	<u>1,387,499.00</u>	<u>7,150,910.00</u>
21 Finance Cost		
Term Loans	2,114,300.00	1,618,224.00
Others	<u>1,661.10</u>	<u>16,787.00</u>
Total	<u>2,115,961.10</u>	<u>1,635,011.00</u>
22 Other Expenses		
Directors Remunerations	1,800,000.00	1,500,000.00
Audit Fee	28,500.00	28,500.00
Internal Audit Fees	24,000.00	24,000.00
Secretarial Audit Fees	25,000.00	24,000.00
Professional, Consultancy & Legal	289,880.00	415,246.00
Printing & Stationery	25,562.00	52,611.00
Postage and Courier	712.00	15,468.00
Telephone, Fax and Internet	88,214.00	197,572.92
Conveyance Expenses	153,972.00	190,176.20
Business Promotion Expenses	169,200.00	291,380.00
Rent	105,000.00	1,323,773.28
Web Designing Charges	7,990.00	25,534.00
Travelling Expenses	505,000.00	302,600.00
Medical Expenses	60,000.00	133,170.00
Electricity and Office Maintenance	12,584.00	315,593.00
Generator Running and Maintenance	-	26,351.00
IT/Sundry Technical Maintenance	54,100.00	110,735.00
Office Repair & Maintenance	76,138.00	95,895.00
Vehicle Running & Maintenance Exp	150,500.00	110,836.00
Books & Publication Expenses	57,371.00	47,646.00
Depository & Listing Fees	462,098.00	276,211.00
Fee, Rate, Taxes ans Subscription Fee	59,000.00	1,519.00
General and Sundry Expenses	55,000.00	56,315.61
Preliminary Expenses Written Off	177,994.00	177,994.00
Interest in payment of TDS/VAT/ Service Tax	35,751.00	69,065.00
Internet Expenses	5,593.00	-
Imprest Expenses	1,000.00	-
SBC Charges	856.00	-
Misc. Expenses	<u>4,504.72</u>	-
Total	<u>4,435,519.72</u>	<u>5,812,192.01</u>

USG TECH SOLUTIONS LIMITED

Particulars	Schedules No. 10 of Fixed Assets forming part of Balance Sheet as at 31st March 2016									
	Gross Block					Depreciation			Net Block	
	As at 01.04.2016	Additions during the year	(Deletion) during the year	As at 31.03.2017	As at 01.04.2017	Charged for the Current Year	Adj.	As at 31.03.2017	Net Block as on 31.03.2017	Net Block as on 01.04.2016
Tangible Fixed Assets										
Computer Hardware	38,699,009.00	-	354,277.00	38,344,732.00	37,669,430.05	544,513.95		38,213,944.00	130,788.00	1,029,578.95
Computer Software	16,293,486.00	-	-	16,293,486.00	16,046,743.09	94,366.43	-	16,141,109.52	152,376.48	246,742.91
Furniture and Fixtures	300,379.00	-	-	300,379.00	169,194.99	33,963.25	-	203,158.24	97,220.76	131,184.01
Office & Electrical Equipments	2,834,504.43	14,300.00	517,499.00	2,331,305.43	1,139,593.91	284,619.04	-	1,424,212.95	907,092.48	1,694,910.52
Vehicles	5,925,148.00	-	-	5,925,148.00	5,134,100.08	204,801.52	-	5,338,901.60	586,246.40	791,047.92
Sub-Total(A)	64,052,526.43	14,300.00	871,776.00	63,195,050.43	60,159,062.12	1,162,264.19	1,223,895.00	61,321,326.31	1,873,724.12	3,893,464.31
Previous year	61,776,030.00	2,058,997.50	-	63,835,027.50	53,923,814.00	3,724,656.03	-	57,648,470.03	6,186,557.47	7,852,216.00
Intangible Assets under Development	17,630,376.00	-	968,881.00	16,661,495.00	-	-	-	-	16,661,495.00	17,630,376.00
Sub-Total(B)	17,630,376.00	-	38,700,000.00	16,661,495.00	-	-	-	-	16,661,495.00	17,630,376.00
Previous year	17,630,376.00	-	38,700,000.00	16,661,495.00	-	-	-	-	17,630,376.00	56,330,376.00
Total (A+B)	81,682,902.43	14,300.00	39,571,776.00	79,856,545.43	60,159,062.12	1,162,264.19	1,223,895.00	61,321,326.31	18,535,219.12	21,523,840.31
Previous year	119,372,846.00	2,058,997.50	38,700,000.00	80,496,522.50	53,923,814.00	3,724,656.03	1,223,895.00	57,648,470.03	23,816,933.47	64,182,592.00

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

Particulars	As at March 31, 2016	As at March 31, 2017
A CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax as per Profit and Loss Account	(321808.16)	2498286.77
Adjustments for :-		
Finance cost	28096.66	2115961.10
Preliminary Expenses Written Off	177994.00	177994.00
Interest Income	(6012979.33)	(9413506.67)
Other Non-operating Receipts	(114715.89)	(791045.00)
Depreciation and Amortization Expenses	3724656.10	2131145.56
	(2196948.46)	(5779451.01)
Operating Profit before Working Capital Changes	(2518756.6)	(3281164.2)
Adjustment for :-		
Change in Trade and Other Payables	(2,347,904.18)	(569,596.67)
Increase in Inventories	39,640.00	1,863,000.00
Increase in Short term provisions	-	305,672.00
Change in Trade and Other Receivables	9,816,333.51	(2,378,590.09)
	7508069.33	(779514.76)
Cash Generated from Operations	4989312.71	(4060679.00)
Adjustment for :-		
Provision for Income Tax	0.00	(1125708.00)
Provision for Deferred Tax Liabilities	(490691.83)	106366.14
Net Cash Generated from Operating Activities	4498620.88	(5080020.86)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchases/Sale of Fixed Assets	(2,058,997.50)	857,476.00
Purchases of Non-current Investment	6,675,000.00	(48,694,682.0)
Payment of Loan	14,992,848.42	(274,179.00)
Movement in Loans & Advances and other Assets	(5,407,866.89)	42,456,574.75
Net Cash Received from Investing Activities	14200984.03	(5654810.25)
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Share Capital	-	-
Proceeds from Long Term Borrowings	(27,980,957.63)	(12,646,447.0)
Finance cost	(28,096.66)	(2,115,961.10)
Interest Income	6,012,979.33	9,413,506.67
Increase in Deferred Tax Liabilities	490,691.83	(106,366.14)
Net Cash Received from Financing Activities	(21505383.13)	(5455267.57)
D Net Increase/Decrease in Cash and Cash Equivalent	11530073.77	(16190098.68)
Add : Opening Balance of Cash and Cash Equivalent	5934494.95	17464568.72
Closing Balance of Cash and Equivalent Cash	17464568.72	1,274,470.04

For UDIT AGGARWAL & ASSOCIATES

Chartered Accountants

SD/-

Udit Aggarwal

Proprietor

M.No. 529994

FRN 026161N

Place: Delhi

SD/-

Mr. Satish Kumar Gupta

Director

DIN: 01451050

For and on behalf of the Board of Directors

SD/-

Mr. Servesh Gupta

Director

DIN: 01451093

SD/-

Mrs. Jagpreet Kaur

Company Secretary

M.No- A41778

S. No.	Particulars	As at March 31, 2017 (Amount in Rs.)
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Consolidated Balance Sheet as at 31st March 2017

I. EQUITY AND LIABILITIES

(1) Shareholders' Funds		
(a) Share Capital		7,924.93
(b) Reserves & Surplus		(3,147.59)
(c) Security Premium		103.90
(2) Non-Current Liabilities		
(a) Long term borrowings		180.13
(b) Deferred tax liabilities(Net)		5.64
(3) Current Liabilities		
(a) Trade payables		12.86
(b) Other current liabilities		94.97
(c) Short-term provisions -Income Tax		0.00
	TOTAL	5,174.83

II. ASSETS

(1) Non-Current Assets		
(a) Fixed Assets		
(i) Tangible assets		24.05
(ii) Intangible Assets under Development		777.16
(b) Non-Current Investment		1,539.82
(c) Other non-current assets		311.44
(2) Current Assets		
(a) Inventories		43.47
(b) Trade Receivables		703.66
(c) Cash and Cash Equivalents		12.74
(d) Short-term loans and advances		1,300.85
(e) Other current assets		498.07
	TOTAL	5,211.26

Notes on Financial Statement
Significant Accounting Policies
As per our Report of even date

For UDIT AGGARWAL & ASSOCIATES

Chartered Accountants

SD/-

Udit Aggarwal
Proprietor

M.No. 529994

FRN 026161N

Place: Delhi

SD/-

Mr. Satish Kumar Gupta
Director

DIN: 01451050

For and on behalf of the Board of Directors

SD/-

Mr. Servesh Gupta
Director

DIN: 01451093

SD/-

Mrs. Jagpreet Kaur
Company Secretary

M.No- A41778

Particulars	As at March 31, 2017 (Amount in Rs.)
Consolidated Balance Sheet as at 31st March 2017	
I Revenue from Operations	174.75
II Other Income	96.59
III Total Revenue [I+II]	<u>271.34</u>
IV Expenses	
Purchases & Development	7.36
Changes in inventories of finished goods	18.63
Employee Benefits Expenses	77.85
Finance Costs	21.16
Depreciation and amortization expenses	16.28
Other Expenses	24.58
Total Expenses	<u>165.87</u>
V Profit before exceptional and extraordinary items and tax (III- IV)	105.47
VI Exceptional items	(7.53)
VII Profit before extraordinary items and tax (V-VI)	113.00
VIII Extraordinary items	
IX Profit before Tax (VII-VIII)	113.00
X Tax expenses:	
(1) Current tax	35.00
(2) Deferred tax	(1.06)
XI Profit for the period from continuing operations (IX-X)	79.06
XII Profit from discontinuing period	-
XIII Tax expenses of discontinuing operations	-
XIV Profit from Discontinuing operation (after tax) (XII-XIII)	-
XV Profit for the period (XI+ XIV)	79.06
XVI Earning per Equity share:	
(1) Basic	-
(2) Diluted	-

Notes on Financial Statement

As per our Report of even date

For UDIT AGGARWAL & ASSOCIATES

Chartered Accountants

SD/-

Udit Aggarwal

Proprietor

M.No. 529994

FRN 026161N

Place: Delhi

SD/-

Mr. Satish Kumar Gupta

Director

DIN: 01451050

For and on behalf of the Board of Directors

SD/-

Mr. Servesh Gupta

Director

DIN: 01451093

SD/-

Mrs. Jagpreet Kaur

Company Secretary

M.No- A41778

List of key personnel and related parties with relations during the year

- a) Key Management Personnel
 - i) Sh Manish Kumar, CFO
 - ii) Sh. Servesh Gupta, Managing Director
 - iii) Sh. Satish Kumar Gupta, Executive Director
 - iv) Ms. Jagpreet Kaur, Company Secretary

- b) Enterprises over which key management persons or their relative exercise significant influence having transaction during the year

USG TECH SOLUTIONS LIMITED**CIN:** L72200TG1999PLC032129Address: Level 7 Maximus Towers Building 2A Mindspace Complex,
Hi-Tech City Hyderabad, Telangana- 500081

Email: info@usgtechsolutions.com Website: www.usgtechsolutions.com

Landline: 011-23935876

Attendance Slip

Venue of the meeting	Oyster Airport Hotel, 5-12/1, Nehru Outer Ring Road, Brindavan Gardens, Kishanguda, Shamshabad, Hyderabad, Telangana 501218
Date & Time	29/09/2017 at 11 AM

(Please complete this attendance slip and hand it over at the entrance of the meeting venue)

Name	
Address	
DP Id*	
Client Id*	
Folio No.	
No. of shares held	

*Applicable for investors holding shares in Electronic form.

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company.

I hereby record my presence at the Annual General Meeting of the Company held on 29th September, 2017 at 11:00 Hrs at Oyster Airport Hotel, 5-12/1, Nehru Outer Ring Road, Brindavan Gardens, Kishanguda, Shamshabad, Hyderabad, Telangana 501218*. Applicable for shareholders holding shares in electronic form Signature of the Shareholder/Proxy/Representative*

Note:

◆ Electronic copy of the Annual Report for 2017 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.

◆ Physical copy of the Annual Report for 2017 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email ids are not registered with the Company or have requested for a hard copy.

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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name	
Address	
DP Id*	
Client Id*	
Folio No.	
No. of shares held	

*Applicable for investors holding shares in Electronic form.

I _____ /
We _____ of _____ being
a member/members of USG Tech Solutions Limited hereby appoint the following as my/our Proxy to attend vote (for
me/us and on my/our behalf at the 18th Annual General Meeting of the Company to be held on
_____ and at any adjournment thereof) in respect of such resolutions as are indicated below;

1. Mr/Mrs _____ (Name & Signature of the Proxy) or failing him/her
_____ Registered address _____ Email id
_____ Signature _____.

2. Mr/Mrs _____ (Name & Signature of the Proxy) or failing him/her
_____ Registered address _____ Email id
_____ Signature _____.

3. Mr/Mrs _____ (Name & Signature of the Proxy) or failing him/her
_____ Registered address _____ Email id
_____ Signature _____.

** I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

Sl.No.	Resolutions	For	Against
ORDINARY BUSINESS			
1	Consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017, the Reports of the Directors and Auditors thereon		
2	Re-Designation of Mr. Servesh Gupta (DIN 01451050) who retires by rotation at this meeting and being eligible, offers himself for re-appointment		
3	Appointment of and fixing of remuneration of, the Statutory Auditors.		
SPECIAL BUSINESS			
4	Appointment of Independent Director		
5.	To approve the Related Party Transaction for Year 2017-18		
6.	Approval / ratification of the Related Party Transactions of the Company		

This is optional. Please put a tick mark (?) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signature (s) of Member(s)

1. _____
2. _____
3. _____

**Affix one
Rupees
revenue
stamp**

Signed this ----- day of ----- 2017.

Notes:

- The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
- A Proxy need not be a member of the Company.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- The form of Proxy confers authority to demand or join in demanding a poll.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
- In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate

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Dear Members,

Invitation to attend the Annual General Meeting on 29th September 2017

You are cordially invited to attend the Annual General Meeting of the Company held on Friday 29th September 2017 at 11:00 Am at Oyster Airport Hotel, 5-12/1, Nehru Outer Ring Road, Brindavan Gardens, Kishanguda, Shamshabad, Hyderabad, Telangana 501218

The notice convening the Annual General Meeting is attached herewith.

Yours truly,

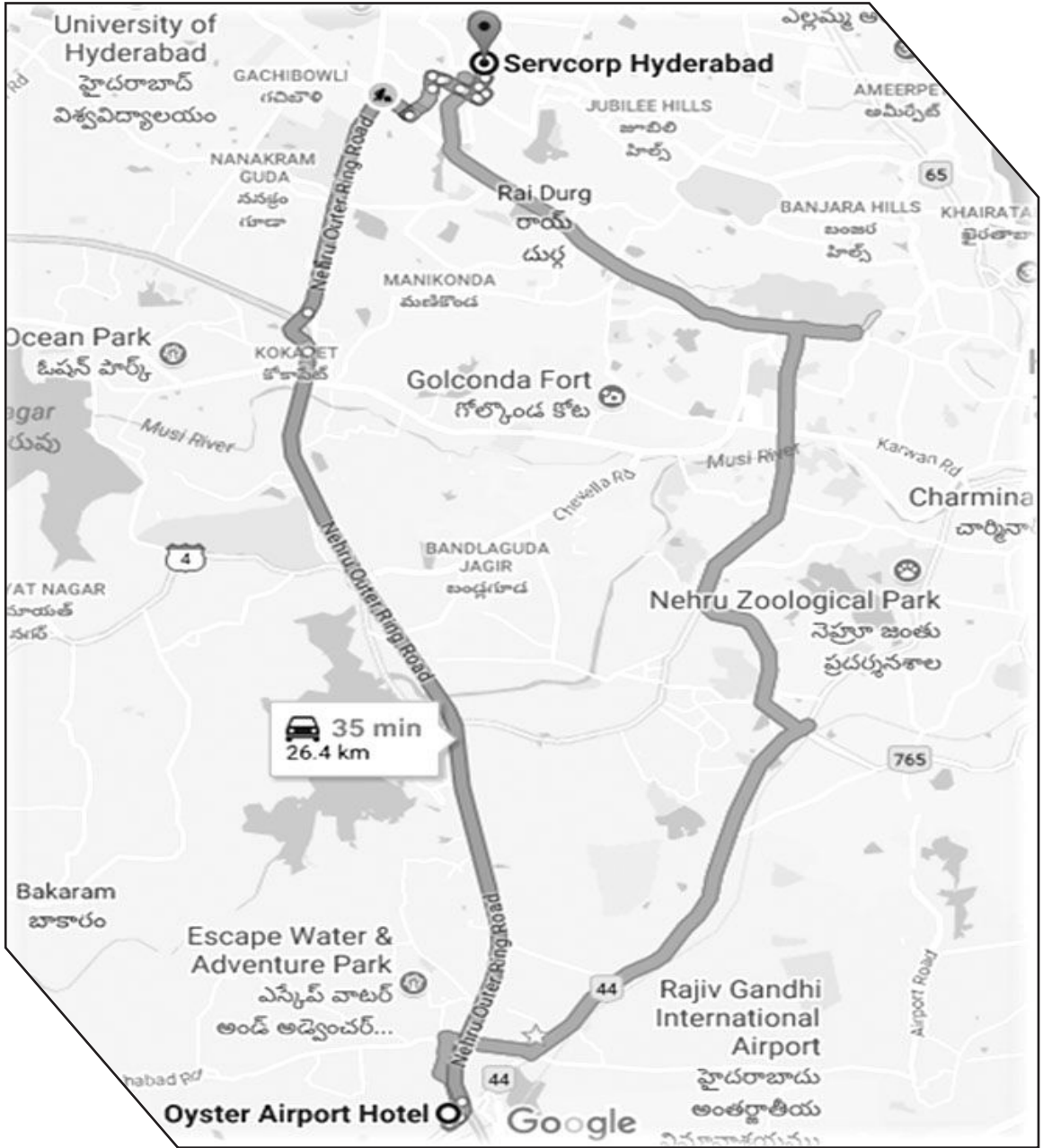
FOR USG TECH SOLUTIONS LIMITED

Sd/-

Mr. Servesh Gupta

Managing Director

Place: Delhi



Kindly find the link for Google Maps.

<https://goo.gl/maps/KrakurNpZFF2>

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